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TALLAHASSEE, FLORIDA

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J. BRYAN DEC 27 2004

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

December 14, 2004

RE: A & E Developers, LLC

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TALLAHASSEE, FLORIDA

Dear Sir/Mam:

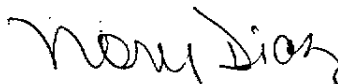
Enclosed you will find an original and a copy of the Articles of Organization of the above Limited Liability Company, our check in the amount of \$125.00 and a self-addressed stamped envelope.

Please have the Articles of Organization filed and remit a copy to our office in the self-addressed stamped envelope enclosed herein for your convenience.

Should there be any questions relating to the foregoing, please feel free to contact the undersigned.

Thanking you in advance for your prompt attention and cooperation in this matter.

Sincerely,



Harvey D. Rogers, Esq.

HDR/nd

Enclosure

**ARTICLES OF ORGANIZATION
OF
A & E DEVELOPERS, LLC**

ARTICLE I
(Name of the Company)

The name of the Limited Liability Company is: *A & E Developers, LLC*, hereinafter referred to as the "Company".

ARTICLE II
(Purpose of the Company)

This Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE III
(Address of the Company)

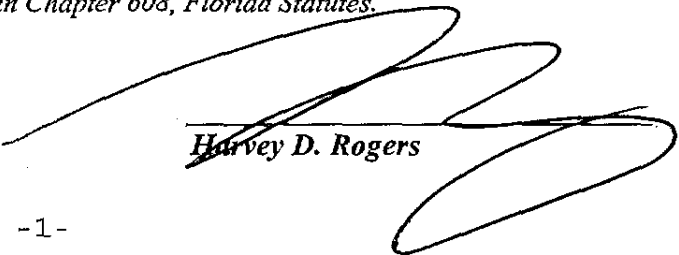
The principal office address, mailing address, street address and registered office of this Company, until such time the same is amended is: Courthouse Plaza, Suite 500, 28 West Flagler Street Miami, Florida 33130-1891.

ARTICLE IV
(Resident Agents of the Company)

The initial name of the Registered Agent of this Company, and the Florida Street Address of the Registered Agent is:

Name: **Harvey D. Rogers**
Address: Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130-1891.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, Florida Statutes.


Harvey D. Rogers

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ARTICLE V
(Management of Company Business)

All Company business affairs shall be managed under the direction of, and by a majority vote of the percentage vote of the Members/Managers based upon their respective ownership interest in the Company. The names and addresses of the initial Members, Managers, Managing Members of the Company are:

Names:	Addresses:
1. <i>Elliot Bauer</i> : Managing Member (<i>MGRM</i>)	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891.
2. <i>Avi Sibony</i> : Managing Member (<i>MGRM</i>)	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891.
3. <i>Harvey D. Rogers</i> : Manager (<i>MGR</i>)	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130-1891.

ARTICLE VI
(Contribution of Capital)

The initial capital cash contribution or other identified contributions in kind, with the agreed upon cash valuation of the non-cash items to this Limited Liability Company, shall consist of the following Capital contributions by the following Members:

<u>Name of Member</u>	<u>Contribution:</u>	<u>Percentage:</u>
1. <i>Elliot Bauer Shah</i>	\$ 490.00	49%
2. <i>Avi Sibony</i>	\$ 490.00	49%
3. <i>Harvey D. Rogers</i>	\$ 20.00	2%

All of the contributions of the Members to capital in this Limited Liability Company may be in the form of cash or in property, tangible or intangible, personal, real or mixed. Contributions of capital shall be paid within 15 days after the filing of these Articles of Organization.

Additional capital contributions to equity in the Company, or loans made to the Company, shall be made or determined required, from time to time, based upon the needs of the Company as in conformity with the Company's Rules and Regulations. In the event of such a determination, the Company will notify each Member of such Member's obligations to make an additional contribution to capital. Each Member shall be required to make an additional contribution to the capital in proportion to such Member's then existing non-returned, contributed capital, or in any other proportion which the Members may unanimously agree. Failure to contribute capital as agreed, shall result in the individual or entity in default being removed as Member and the prorata share distributed to the remaining Members.

ARTICLE VII

(Division of Profits and Losses)

Members shall be entitled to the net profits arising from the operation of the Company's business according to the Member's prorata interest share in the Company. Similarly, losses shall be passed through to each Member according to the Member's prorata interest share in the Company.

ARTICLE VIII

(Duration of Company)

The period of duration for this Company shall be perpetual.

ARTICLE IX

(Amendment to Articles and Regulations)

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act as provided in Chapter 608, Florida Statutes, and its amendments and modifications. The Members by a majority vote of the percentage of ownership, shall have the power to adopt, alter, amend or repeal the Articles of Organization and the Company's Rules and Regulations of this Company in compliance with the Florida Limited Liability Company Act.

ARTICLE X

(Rules and Regulations Established)

The Members of the Company have adopted Rules and Regulations for the management and business affairs of this Company which are consistent with the Articles of Organization of the Limited Liability Company or applicable provisions of Federal or State laws.

ARTICLE XI

(Transfer and Admission of Additional Members)

This Company shall have two (2) initial Members, the numbers of which may be increased or decreased, from time to time but shall never be less than two (2) Members. Members have the right to admit other members in the Company only in compliance with the Rules and Regulations adopted and the terms and conditions therein set forth by a majority vote of the percentage of

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ownership interest.

A Member's interest in this Company may be transferred with the written consent of majority vote of the percentage of ownership of the Members if the transferee intends to become a Member. Without written consent, the transferee can not and shall not be entitled to become a Member or participate in the management of the affairs of the Company, but shall be entitled to a share of the profits or other compensation or return of contributions to which the transferor may otherwise be entitled.

ARTICLE XII
(Member's Meetings)

Meetings of the Members shall be held on the first Tuesday of February of each year without call or notice at the Company's Registered Office at 2:00 P.M., or if other wise noticed, at such times and places selected by the majority vote of ownership. Special meetings may be called by a Member in accordance with the Rules and Regulations after giving 5 days notice to the other Members. Minutes shall be kept of all regular and special meetings.

ARTICLE XII
(Continuation of Business)

The remaining Members of this Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of this Company as provided in the Rules and Regulations of the Company and by the substitution of a new Member, if statutorily required by the remaining Members or by a majority vote of the percentage of the ownership in the Company. However, at no time during its existence shall the Company have less than two (2) Members.

ARTICLE XIII
(Title to Assets)

All property brought to, contributed to, transferred to, acquired or purchased by the Company, shall be held, owned and conveyance shall be made in the name of the Company. Rule and Regulations of the Company shall designate and provide an authorized agent for execution of contracts and other documents relating to property of the Company.

ARTICLE XIV
(Indemnification of Members)

The Company shall indemnify all of its Members, Agents or Managers, or any former Members, Agents or Managers, against expenses actually and reasonably incurred or in connection with the defense or an action, suit, or proceeding, whether civil or criminal, in which they are a party and to the full extent permitted by law for all acts done or made on behalf of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this

14th day of December 2004

Harvey D. Rogers

(In accordance with Section 608.408(2), F. S., the execution of this document constitutes and affirmation under penalties of perjury that facts stated herein are true.)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

}
} S.S.
}

Acknowledged, Sworn to and subscribed before me this 14 day of Dec, 2004, by: Harvey D. Rogers, who did/did not take an oath.

Norida Diaz
Notary Public - State of Florida

My Commission Expires On:

Personally Known: OR Produced Identification Of:



Norida Diaz
MY COMMISSION # DD145292 EXPIRES
August 30, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

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