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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BRANNIC LLC

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Prepared by:
John W. Smith
Attorney at Law
2201 NW Corporate Blvd.
Suite 101
Boca Raton, FL 33431

ARTICLES OF ORGANIZATION
OF
BRANNIC LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be BRANNIC LLC.

ARTICLE II. ADDRESS

The principal place of business of the Company in Florida shall be 4800 N. FEDERAL HWY. #100B, BOCA RATON, FL 33431, and the mailing address shall be the same.

ARTICLE III. EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV. DURATION

Subject to the provisions of Article 9, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V. PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in real estate investment and to transaction any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The initial address or registered office of this Company is 4800 N. FEDERAL HWY. #100B, BOCA RATON, FL 33431. The name and address of the registered agent of this Company is MITCHELL D. BRANDT.

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ARTICLE VII. MANAGEMENT

The Manager/Members of the Company shall be:

MITCHELL D. BRANDT, AS TRUSTEE
OF THE MITCHELL D. BRANDT
TRUST DATED 11/98
4800 N. FEDERAL HWY. #100B
BOCA RATON, FL 33431

NICHOLAS T. FOTIQU
390 N. FEDERAL HWY. #103
DEERFIELD BEACH, FL 33441

ARTICLE VIII. ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the members(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, and the transferee shall have rights to participate in the management of the business and affairs of the Company and become a member.

ARTICLE IX. TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE X. INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees

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and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendments or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

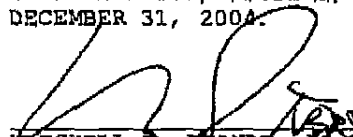
ARTICLE XI. MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

MITCHELL D. BRANDT, AS TRUSTEE
OF THE MITCHELL D. BRANDT
TRUST DATED 11/98
4800 N. FEDERAL HWY. #100B
BOCA RATON, FL 33431

NICHOLAS T. FOTIOU
390 N. FEDERAL HWY. #103
DEERFIELD BEACH, FL 33441

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Boca Raton, Florida, for the foregoing uses and purposes, this DECEMBER 31, 2004.


MITCHELL D. BRANDT, AS TRUSTEE
OF THE MITCHELL D. BRANDT
TRUST DATED 11/98

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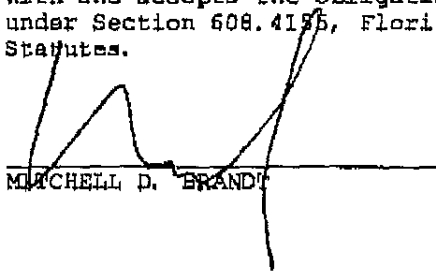
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

MITCHELL D. BRANDT, having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4175, Florida Statutes and other applicable Florida Statutes.


MITCHELL D. BRANDT

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