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(Business Entity Name)

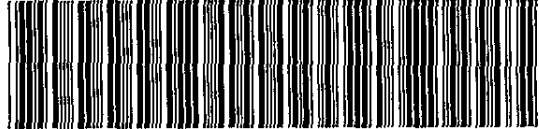
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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CONTACT: MEGAN HODGE

DATE: 1/4/2005

REF. #: 0169.33453

CORP. NAME: GULFSIDE PARTNERS, L.L.C.

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510902 **FOR \$** 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials _____

**ARTICLES OF ORGANIZATION
OF
GULFSIDE PARTNERS, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a limited liability company, under the laws of the State of Florida, do hereby set forth the following:

**ARTICLE I
NAME**

The name of the limited liability company is: **GULFSIDE PARTNERS, L.L.C.**

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the limited liability company shall be from the date of filing these Articles of Organization until the dissolution of the limited liability company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III
PURPOSE**

The purpose for which the limited liability company is organized is to engage in the purchase, sale, rental, and mortgage and all other business and activities permitted by the laws of the State of Florida. The limited liability company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**ARTICLE IV
ADDRESS OF PLACE OF BUSINESS**

The mailing address, and the place of business in Florida, is 2824 N.E. 36 Street, Fort Lauderdale, FL 33308.

ARTICLE V
REGISTERED AGENT

The name and address of the initial registered agent in Florida of the limited liability company is Bruce M. Gottlieb, Esq., 125 North 46 Avenue, Hollywood, Florida 33021.

ARTICLE VI
ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events happening of which, that shall be made are as follows: No total additional contributions have been agreed to at the date of filing these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the limited liability company, and in accord with Chapter 608 Florida Statutes.

ARTICLE VII
MEMBERS

The initial members of the Organization are:

JEFFREY FLIEGENSPAN	20%
GARY J. LIEBERMAN	20%
TERESA D. SANTOS	20%
PETER J. SHULMAN	20%
JACK A. COHEN	20%

Members may admit additional members upon unanimous agreement of the then existing members.

ARTICLE VIII
CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a

member in the limited liability company, the business of the limited liability company shall not be continued and the limited liability company shall be dissolved unless there is obtained the consent of all the remaining members of the limited liability company.

ARTICLE IX
MANAGEMENT

The limited liability company is to be managed by its managers. The name and address of the initial manager of the limited liability company is as follows:

NAME: _____

ADDRESS: _____

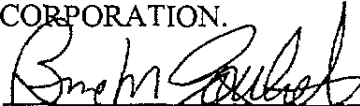
Jeffrey Fliegenspan

2824 N.E. 36 Street
Fort Lauderdale, FL 33308

The initial manager shall serve until their successor is elected and qualifies.

EXECUTED at Hollywood, Florida, on January 3, 2005.

I AM HEREBY FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID
CORPORATION.

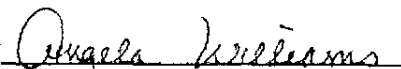


Bruce M. Gottlieb, Authorized
Representative/Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Organization were acknowledged before me on January 3, 2005, by BRUCE M. GOTTLIEB, as Authorized Representative/Registered Agent of GULFSIDE PARTNERS, L.L.C., a Florida Limited Liability Company to be formed, who is personally known to me or who has produced his N/A as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: _____

My Commission Expires: _____

- 3 -



Angela Williams
Commission # DD 042381
Expires Aug. 26, 2005
Bonded Thru
Atlantic Bonding Co., Inc.