

L05000002207

(Requestor's Name)

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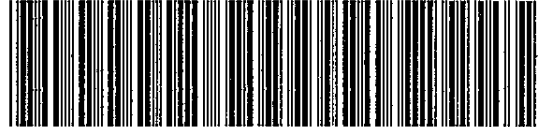
(Business Entity Name)

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01/11/05--01034--006 \*\*21.25

01/03/05--01048--018 \*\*133.75

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

U05-890  
J. BRYAN JAN -6 2005

J. BRYAN JAN -7 2005

**LEE BENTON SAYLER, P.A.**

ATTORNEY AT LAW  
1001 N. U.S. HIGHWAY ONE, SUITE 702  
JUPITER, FLORIDA 33477  
(561) 746-7304  
(561) 746-6173 FAX

December 30, 2004

*Via UPS Next Day Air, Tracking No. 1Z F49 705 31 1002 105 6*

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION FOR MORITZ HOLDINGS, L.L.C.

Dear Sir/Madam:

Enclosed are an original and one copy of the MORITZ HOLDINGS, L.L.C. along with a check in the amount of \$133.75, representing payment of the filing fee (\$100.00), registered agent fee (\$25.00) and certified copy (\$8.75).

Please return a stamped, certified copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,

  
Lee B. Sayler

LBS/jlc

Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 6, 2005

LEE B. SAYLER  
LEE BENTON SAYLER, P.A.  
1001 N. U.S. HIGHWAY ONE, SUITE 702  
JUPITER, FL 33477

SUBJECT: MORITZ HOLDINGS, L.L.C.  
Ref. Number: W05000000890

We have received your document for MORITZ HOLDINGS, L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$21.25.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 405A00001098

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TALLAHASSEE, FLORIDA

**LEE BENTON SAYLER, P.A.**

ATTORNEY AT LAW

1001 N. U.S. HIGHWAY ONE, SUITE 702

JUPITER, FLORIDA 33477

(561) 746-7304

(561) 746-6173 FAX

January 7, 2005

*Via UPS Next Day Air, Tracking No. 1Z F49 705 22 1000 6938*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32399

**Attention: Ms. Joey Bryan, Document Specialist**

**RE: ARTICLES OF INCORPORATION FOR MORITZ HOLDINGS, L.L.C.**

Dear Ms. Bryan:

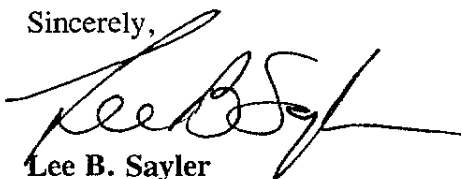
As requested, I enclose a check in the amount of \$21.25 representing the additional funds required for the filing fee, registered agent fee and certified copy of record for MORITZ HOLDINGS, L.L.C. (see

In confirmation of our phone conversation this morning, you agreed to file the articles today, January 7<sup>th</sup>. I agreed to overnight the additional funds today.

Please return a certified copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,



Lee B. Sayler

LBS/jlc  
Enclosures

**ARTICLES OF ORGANIZATION OF  
MORITZ HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **MORITZ HOLDINGS, L.L.C.** ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 3345 Pebble Place, Tequesta, Florida 33469.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is CARL A. MORITZ, 3345 Pebble Place, Tequesta, Florida 33469.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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2005  
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MORITZ HOLDINGS, L.L.C.

## ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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.

## ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

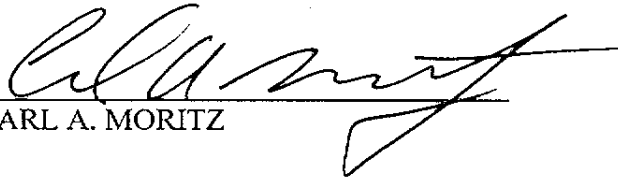
### NAME AND ADDRESS

CARL A. MORTIZ  
3345 Pebble Place  
Tequesta, Florida 33469

## ARTICLE X - INDEMNIFICATION

The managing member shall be indemnified by the company against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been the managing member of the company, whether or not he is the managing member at the time such expenses are incurred, except when the managing member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the members approve such settlement and reimbursement as being for the best interest of the company. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such managing member may be entitled.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Jupiter, Florida, on December 28, 2004.

  
CARL A. MORITZ

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 28<sup>th</sup> day of December, 2004, by CARL A. MORITZ,

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TALLAHASSEE, FLORIDA

who is personally known to me.



Lee B. Saylor  
MY COMMISSION # DD046849 EXPIRES  
November 7, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

*Lee B. Saylor*  
Notary Public -- State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 608 of the Florida Statutes.

Executed this 28 day of December, 2004.

*Carl A. Moritz*  
CARL A. MORITZ

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TALLAHASSEE, FLORIDA

Exhibit "A"

FIVE HUNDRED DOLLARS (\$500.00)

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TALLAHASSEE, FLORIDA