

LO50000 24313

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000060258 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : KAY LAW OFFICES
Account Number : I20020000074
Phone : (561)207-6200
Fax Number : (561)207-6201

LIMITED LIABILITY COMPANY
SOUTHCREST HOLDINGS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

RECEIVED
2005 MAR 10 AM 8:16
05 MAR 10 PM 12:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000060258 3

**ARTICLES OF ORGANIZATION
OF
SOUTHCREST HOLDINGS, LLC**

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

ARTICLE I - NAME

The name of the Limited Liability Company is Southcrest Holdings, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 1073 Boca Pointe Drive, Orlando, FL 32836.

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 terminate not later than December 31, 2055, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent and registered office of the Company in the State of Florida is: Kay Law Offices, 700 Village Square Crossing, Suite 102B, Palm Beach Gardens, Florida 33410, Attention: James R. Kay, Esquire.

ARTICLE V - [RESERVED]

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of 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 of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Transfer of membership rights shall be controlled by the Operating Agreement of the Company.

2005 MAR 10 AM 8:16
SECRETARY OF STATE
FLORIDA
FILED

H05000060258 3

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, 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 of the remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager or managers 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 addresses of the initial managers of the Company are:

<u>Managers</u>	<u>Addresses</u>
Hatim Hashwani	10731 Boca Pointe Drive Orlando, FL 32836
Lawrence Chaleff	31 Tain Drive Great Neck, NY 11021

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Orlando, Florida as of the 8th day of March, 2005.

HAH Investments, Inc., a Florida corporation

By: [Signature]
Hatim A. Hashwani, President

Chaleff Holding Company, LLC, a Delaware
limited liability company

By: _____
Lawrence Chaleff, Sole Manager

2005 MAR 10 AM 8:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000060258 3

Registered Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, 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.

Kay Law Offices

Date: March 8, 2005

By

James R. Kay

James R. Kay, Esq., President

FILED
2005 MAR 10 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FL 32310

H05000060258 3

H05000060258 3

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, 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 of the remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager or managers 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 addresses of the initial managers of the Company are:

<u>Managers</u>	<u>Addresses</u>
Hatim Hashwani	10731 Boca Pointe Drive Orlando, FL 32836
Lawrence Chaleff	31 Tain Drive Great Neck, NY 11021

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Orlando, Florida as of the 8th day of March, 2005.

HAH Investments, Inc., a Florida corporation

By: _____
Hatim A. Hashwani, President

Chaleff Holding Company, LLC, a Delaware
limited liability company

By: 
Lawrence Chaleff, Sole Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 MAR 10 AM 8:16

FILED

H05000060258 3