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08 JAN -3 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. Gulligan JAN - 7 2008

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PROPCORP LLC

(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Segal

(Name of Person)

PROPCORP LLC

(Firm/Company)

12521 Noble Court

(Address)

Potomac, MD 20854

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Segal

(Name of Person)

at ( 301 ) 545-1300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☒ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED & AMENDED  
ARTICLES OF ORGANIZATION  
For  
PROPCORP, LLC.**

**FILED**  
**08 JAN -3 AM 10: 57**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned a limited Liability Company under the laws of the State of Florida, and hereby sign, verify and deliver to the Secretary of State of Florida this Article of Organization

**ARTICLE I**

**Name**

The name of the limited liability company shall be PROPCORP, LLC, a limited liability company ("the LLC").

**ARTICLE II**

**Period of Duration**

The LLC shall have perpetual existence beginning on the date that the Articles of Organization are filed and after the date the Florida Secretary of State issues a certificate of formation, unless dissolved according to law.

**ARTICLE III**

**Purpose of the LLC**

The purpose of the LLC shall be to engage in the lawful act and activity of providing Real Estate investment and management services as permitted under the Limited Liability Law of Florida.

**ARTICLE IV**

**Registered Agent and Office**

The address of the initial registered office and the principal place of business of the LLC is 20094 Palm Island Drive, Boca Raton, FL 33498. The registered agent is Lawrence Reznik

**ARTICLE V**

**Members Contribution**

The members contribution to the LLC in the form of cash and stock and represent the following percentage ownership in the LLC:

Seglo Realty LLC	50%
Elad Realty LLC	50%

Unless all members agree in writing, no member shall have any obligation to make any additional contributions to the LLC.

**ARTICLE VI**

**Additional Members**

The existing members have the right to admit additional members to the LLC upon such terms and conditions as the existing and additional members shall agree at their sole discretion. Any member who is subsequently admitted as a member of the LLC shall have all the rights and obligations of a member under the "LLC Operating Agreement."

**ARTICLE VII**

**Continuation of Business**

In the event of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of an event which terminates the continued membership of a member, the LLC shall dissolve and terminate, unless all the remaining members of the LLC agree to continue the business of the LLC.

**ARTICLE VIII**

**Manager**

Mark Segal and Lawrence Reznik who shall serve in such capacity pursuant to the LLC Operating Agreement shall manage the LLC.

**ARTICLE IX**

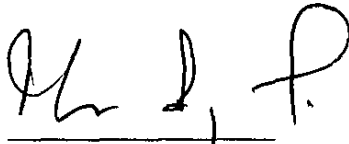
**LLC Operating Agreement**

The regulation of the internal affairs of the LLC is more particularly set forth in the LLC Operating Agreement.

**ARTICLE X**

**Transferability of Interest**

No interest in the LLC may be transferred except as specifically set forth in the LLC Operating Agreement.



Mark R. Segal on behalf of  
Seglo Realty, LLC

1/1/2008

Date



Lawrence Reznik on behalf of  
Elad Realty, LLC

01/01/2008

Date

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