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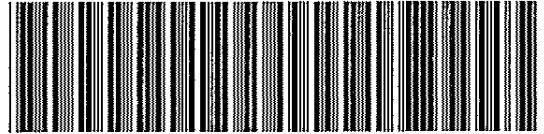
(Business Entity Name)

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Rachel's LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization.

**ARTICLE I – Name**

The name of the Limited Liability Company is: Rachel's LLC

**ARTICLE II – Address**

The mailing address and the street address of the principal office of the Limited Liability Company is:

Stephen Drucker  
1150 Weeping Willow Way  
Hollywood, Florida 33019

**ARTICLE III – Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**Article IV – Purpose**

This Limited Liability Company is organized for the purposes of engaging in any lawful activities or lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE V – Management**

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)" and is, therefore, a manager-managed company.

### ARTICLE V – Initial Registered Agent and Office

The name and address of the initial registered agent of the Limited Liability Company is:

Richard I. Korman, Esq.  
407 Lincoln Road  
Suite 6C  
Miami Beach, Florida 33139

### Article VI - Organizer

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Richard I. Korman	407 Lincoln Road, Suite 6C Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 21<sup>st</sup> day of June, 2005.

By: Richard I. Korman  
Richard I. Korman  
Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**DESIGNATION OF RESIDENT AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process Within  
This State, Naming Agent Upon Whom Process May Be Served

.....  
(Attached to the Articles of Organization  
Rachel's LLC  
and made a part thereof)

Pursuant to Chapters 48.091 and 608.415, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Organization of said limited liability company to which this document is attached:

**THAT, Rachel's LLC**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Miami Beach, County of Miami-Dade, State of Florida, has named **RICHARD I. KORMAN**, as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT**, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
RICHARD I. KORMAN, Resident Agent

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

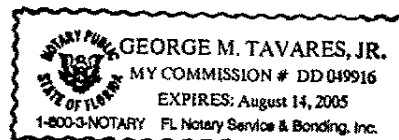
**BEFORE ME**, the undersigned authority, personally appeared RICHARD I. KORMAN, to me well known, and known to me to be the individual described in and who executed the foregoing acceptance as subscribed thereto.

**WITNESS** my hand and official seal this 21 day of June, 2005.

  
NOTARY PUBLIC, State of Florida

GEORGE M. TAVARES, JR.  
Print Name

My Commission Expires: August 14, 2005



**OPERATING RULES**  
**Of**  
**RACHEL'S LLC**  
**(a Florida Limited Liability Company)**

The undersigned, being the Organizer of Rachel's LLC, a limited liability company (the "Company") organized pursuant to the Florida Limited Liability Company Act (the "Act"), desires to adopt these Operating Rules to control the operation of the business and affairs of the Company and to set forth the rights and obligations of its Members and manager (the "Manager").

1. Organization. The Members hereby organize the Company as a Florida limited liability company pursuant to the Act.

2. Purpose, Powers. The purpose of the Company shall be to perform all acts and engage in any business authorized by the Florida Limited Liability Company Act. The Company shall have the power and authority to do all things necessary or convenient to accomplish its purpose and operate its business as described in this Section 2.

3. Capital. The Members shall have no obligation to make any initial capital contributions to the Company. The Members may make future contributions for capital to the Company as the Members determine are necessary, appropriate or desirable.

4. Members. The Members names and addresses are as follows:

<u>Members' Names</u>	<u>Members' Addresses</u>
Stephen Drucker	1150 Weeping Willow Way Hollywood, Florida 33019
Michael Diljohn	2311 N.E. 174 <sup>th</sup> Street North Miami Beach, Florida 33160
Tameka Gray	2311 N.E. 174 <sup>th</sup> Street North Miami Beach, Florida 33160
Ben Russell	7150 N.W. 177 <sup>th</sup> Street #207 Hialeah, Florida 33015

5. Management. The full and exclusive right, power and authority to manage the affairs of the Company, to make all decisions with respect thereto and to do or cause to be done any and all acts or things deemed to be necessary, appropriate or desirable to carry out or further the business of the Company shall be vested in the Manager. The Company shall initially have one (1) Manager. The name and address of the Manager is:

Mr. Stephen Drucker  
1150 Weeping Willow Way  
Hollywood, Florida 33019

The Manager shall hold office until a successor has been elected and qualified, unless the Manager sooner resigns or is removed.

6. Removal of Manager. The Manager may be removed at any time and in the sole discretion of the Members, at which point a successor Manager may be appointed by the Members.

7. Liability of the Members. Except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and neither the Members nor the Manager shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or manager.

8. Regulations. The power to adopt, alter, amend or repeal regulations shall be vested with the members.

9. Amendment. The Limited Liability Company reserves the right to amend or repeal any provisions contained in the Articles of Organization and Operating Rules or amendment thereto, and any right conferred upon the Members or the Manager is subject to this reservation.

10. Indemnification. The Company shall indemnify the Members and the Manager and any of the Members' or the Manager's agents, affiliates, successors or assigns (individually, an "Indemnified Party") against any and all judgments, costs, losses, liabilities and damages (including attorneys' fees and expenses) paid or incurred by the Indemnified Party in connection with the activities of the Company or in dealing with third parties on behalf of the Company, to the fullest extent provided or allowed by law.

11. Dissolution and Winding-up of the Company. The Company shall be dissolved upon the first to occur of: (a) the written consent of the Members; (b) the entry of a decree of judicial dissolution under the Act; or (c) the sale of the Property.

N WITNESS WHEREOF, these Operating Rules have been adopted by the Members to be effective as of June 21, 2005.

By: Richard I. Korman  
Richard I. Korman  
Organizer and Authorized Representative