

LOS000081139

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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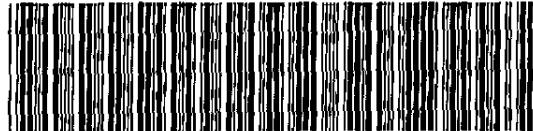
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

LOS-81139  
TK

LAW OFFICES  
**RICHARD M. CAPALBO, P.A.**  
TRIAL LAWYERS BUILDING  
SUITE 201  
633 SOUTHEAST THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33301  
TELEPHONE (954) 463-6888  
AFTER HOURS (954) 462-2644

August 15, 2005

Department of State  
Division of Corporations  
Corporate Filing  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: Capalbo Palm Beach Liquor License, LLC**

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above referenced limited liability company, together with our check payable to Florida Department of State in the amount of \$155.00, which represents the following:

\$100.00 - filing fee for Articles of Organization  
25.00 - Designation of Registered Agent  
30.00 - Certified Copy

We are also providing a photocopy of the Articles for your convenience. Thank you for your assistance.

Very truly yours,

RICHARD M. CAPALBO

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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enclosures

**ARTICLES OF ORGANIZATION  
of  
CAPALBO PALM BEACH LIQUOR LICENSE, LLC**

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TALLAHASSEE  
SECRETARY OF STATE

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act pursuant to Chapter 608, Florida Statutes, adopt the following Articles of Organization for such limited liability company:

1. **Name.** The name of the limited liability company is CAPALBO PALM BEACH LIQUOR LICENSE, LLC.

2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. **Powers.** The limited liability company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

(a) Sue and be sued, and defend, in its name.

(b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or an legal or equitable interest in property, wherever located.

(c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.

(d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company,

which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contract of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Florida Statutes, within or without this state.

(h) Select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability corporation.

4. **Address of Principal Office.** The street address of the principal office of the limited liability company is: 1949 SE 16<sup>th</sup> Court, Lauderdale by the Sea, Florida, 33062.

5. **Mailing Address.** The mailing address of the limited liability company is: 1949 SE 16<sup>th</sup> Court, Lauderdale by the Sea, Florida 33062.

6. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.

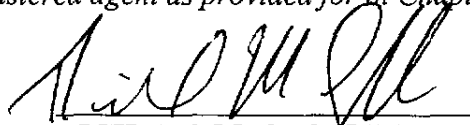
7. **Period of Duration.** The period of duration shall be perpetual.

8. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s).

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TALLAHASSEE, FLORIDA

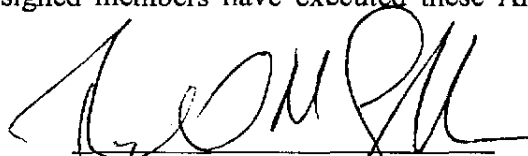
9. **Registered Agent, Registered Office, and Registered Agents Signature.** The name and the Florida Street address of the registered agent are: Richard M. Capalbo, 1949 SE 16<sup>th</sup> Court, Lauderdale by the Sea, Florida, 33062.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisional 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 as provided for in Chapter 608, F.S.*

  
RICHARD M. CAPALBO

10. **Effective Date.** The effective date of the limited liability company shall be the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this 15<sup>th</sup> day of August, 2005.

  
RICHARD M. CAPALBO

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

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TALLAHASSEE, FLORIDA