

AUG. 22. 2005 01 1:45 PM

NO. 822

1/10

Page 1 of 1

W50000083138

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

(10) 8/22

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.

((H05000200780 3)))

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

M. HODGES

To:

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

From:

Account Name : ABRAMS ANTON, PA
Account Number : I19990000182
Phone : (954) 921-5500 267-8036
Fax Number : (954) 925-7013 771-9264

LIMITED LIABILITY COMPANY

UNDER ONE ROOF, LLC

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

DIVISION OF CORPORATION

05 AUG 22 PM 4: 01

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Menu

05 AUG 22 PM 3: 51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG. 22. 2005 1:45PM

NO. 922 P. 2/10



GREENSPOON MARDER

A PROFESSIONAL ASSOCIATION

From the Desk of:

MALLORY VILLANUEVA
Trade Centre South, Suite 700
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309
954-491-1120
954-771-9264 (Fax)
Mallory.Villanueva@greenspoonnarder.com

FACSIMILE TRANSMITTAL

To: Division of Corporations, Public Access System
Firm: 750
Fax No.: (805) 245-6986

Date: August 22, 2005
Re: Account No. I19990000182
File No.:

Total number of pages, including Facsimile transmittal:

COMMENTS: Abrams Anton P.A. has merged with Greenspoon Marder P.A. Please change our account to reflect the new phone number of (954) 491-1120 and fax number of (954) 771-9264. As there is a Greenspoon Marder account this one may eventually be closed.

NOTICE

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, the reader is hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service.

www.greenspoonnarder.com
888-491-1120

Locations Throughout Florida

Fort Lauderdale

Orlando

Hollywood

Boca Raton

West Palm Beach

St. Petersburg

H05000200780 3

**ARTICLES OF ORGANIZATION
OF
UNDER ONE ROOF, LLC**

The undersigned, being all of the members of **UNDER ONE ROOF, LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

UNDER ONE ROOF, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

**7890 Peters Road, Building G-100
Plantation, FL 33324
Attn: Stanley Gladstone**

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

**7890 Peters Road, Building G-100
Plantation, FL 33324
Attn: Stanley Gladstone**

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

FILED
05 AUG 22 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H05000200780 3

**William S. Kramer
Greenspoon Marder P.A.
2255 Glades Road, Suite 411-E
Boca Raton, FL 33431**

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by manager(s) who are member(s). The names and addresses of the managing members are set forth below. The managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. No member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**Stanley Gladstone
7890 Peters Road, Building G-100
Plantation, FL 33324**

**Ronald Tannebaum
7890 Peters Road, Building G-100
Plantation, FL 33324**

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608,4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members, holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its operating agreement, if any, and such other documents, statutes, rules, operating agreement or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such

assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

ARTICLE IX. RIGHT TO CONTINUE BUSINESS/

DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be continued unless the members elect to dissolve the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company, in which event, the Company shall be dissolved. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE XII. OPERATING AGREEMENT

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal an operating agreement or any provision thereof, upon the affirmative vote of a majority in interest the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a

member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE XIV. PURPOSE

The Company's business and purpose shall consist solely of the acquisition, ownership, maintenance, rental and sale of real property located in Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE XV. TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

ARTICLE XVI. SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (1) maintain books and records and bank accounts separate from those of any other person;
- (2) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (3) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

- (4) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (5) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (6) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (7) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (8) conduct business in its own name, and use separate stationery, invoices and checks;
- (9) not commingle its assets or funds with those of any other person; and
- (10) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, the undersigned members have executed the foregoing
Articles of Organization as of this 19 day of August, 2005.

MEMBER/MANAGERS:


STANLEY GLADSTONE


RONALD TANNEBAUM

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

UNDER ONE ROOF, LLC

2. The name and address of the registered agent and office is:

**William S. Kramer
Greenspoon Marder P.A.
2255 Glades Road, Suite 411-E
Boca Raton, FL 33431**

*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 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.*



William S. Kramer

Date:

G:\DOCS\MIS\ZZZQ\0022\FORM\20Q8417.DOC