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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Center City 1. CC

Signature

Name

Walk-In

Requested by:

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# ARTICLES OF ORGANIZATION OF CENTER CITY, LLC

The undersigned, for the purpose of forming a limited liability company under chapter 608, Florida Statutes (entitled the "Florida Limited Liability Company Act"), hereby adopt the following Articles of Organization:

#### **ARTICLE ONE - Name**

The name of this limited liability company is CENTER CITY, LLC.

#### ARTICLE TWO - Term

The term of existence of the Company shall be perpetual until dissolved and its apairs wound up in accordance with the Act or this Operating Agreement.

#### ARTICLE THREE - Registered Agent, Address & Signature

The mailing address of the principal office of this limited liability company is c/o Bahta and Associates, Inc., P.O. Box 260101, Pembroke Pines, FL 33026-7101. The street address of the initial registered office and the name of the initial Registered Agent for this limited liability company to accept service of process within the State of Florida is Irene Bahta, M.D., c/o Bahta and Associates, Inc., 10794 Pines Blvd., Suite 203, Pembroke Pines, FL 33026.

Having been named as Registered Agent of CENTER CITY, LLC to accept Service of Process for CENTER CITY, LLC, I hereby accept appointment as registered agent and agree to keep my office at Bahta and Associates, Inc., 10794 Pines Blvd., Suite 203, Pembroke Pines, FL 33026 open during the hours prescribed by §48.081, Florida Statutes; to post my name (and any other officers of said limited liability company authorized to accept service or process at the Florida designated address) in some conspicuous place in said office and to otherwise comply with the provisions of Florida law relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the obligations of my position as registered agent as required by Florida law.

Registered Agent's signature

# **ARTICLE FOUR - Purposes**

This limited liability company is authorized to, and may, transact any and all lawful

business for which professional limited liability companies formed under chapter 608, Florida Statutes may engage in and any trade or business which can, in the opinion of the members of the company, be advantageously carried on in connection with or auxiliary to the foregoing business. This limited liability company shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

#### ARTICLE FIVE - Management

Subject to the provisions of the Company's operating agreement, the business and affairs of the Company shall be managed or controlled, the powers of this Company shall be exercised, its properties controlled and its affairs shall be conducted, solely by the Members, and all management of the Company shall be vested in the Members. The Company's operating agreement may provide for such increase or change, from time to time, in number of members as is authorized to manage or control the properties, business or affairs of the Company or the number or whether the properties, business or affairs of the Company may be managed or controlled by a manager.

The Members and the Company agree that the duties and obligations imposed on the Members, and the rights of the Members as such, shall be those set forth in the Operating Agreement, which is intended to govern the relationship between the Company and the Members, notwithstanding any provision of the Act or common law to the contrary.

# ARTICLE EIGHT - Inspection of books or records

Nothing in these Articles of Organization shall be taken to limit the power of this limited liability company. Notwithstanding anything in Chapter 608, Florida Statutes to the contrary, the right to inspect or copy any records of this limited liability company (including the records described or specified in sections the Limited Liability Company Act) is governed by the Operating Agreement.

#### ARTICLE NINE - Ownership, Sale or Encumbrance of Certificates

In the event that any person in whose name any certificates representing ownership interests in this limited liability company sells, pledges, transfers, hypothecates or alienates his or her shares, or attempts to sell, pledge, transfer, hypothecate or alienate his or her shares, without the prior written consent of the registered owners of one hundred percent (100%) of the Company's capital certificates representing ownership interests in this limited liability company, then the certificates representing ownership interests in this limited liability company registered to such person shall be forfeited and the person in whose name the forfeited shares are registered shall have no further rights as a member, including the forfeiture of any and all rights referred to under §§ 608.4101 and otherwise in chapter 608, Florida Statutes. In the event that any otherwise authorized, issued and outstanding

certificates representing ownership interests in this limited liability company are the subject of any involuntary transfer, assignment, forced sale, hypothecation, pledge or other alienation, whether by execution, attachment, court order or other legal process under Florida law, then the certificates representing ownership interests in this limited liability company that are the subject of such involuntary transfer shall be forfeited and the person or entity seeking to attach, execute upon or otherwise force the involuntary transfer, assignment, hypothecation, pledge or other forced or involuntary alienation of such shares shall not have any rights of a member or certificate holder under either the operating agreement, these articles of formation, the bylaws of the Company or chapter 608, Florida Statutes.

The certificates representing ownership interests in this limited liability company shall not be sold, transferred, assigned, pledged or encumbered, and no voluntary or involuntary transfer, assignment, pledge, encumbrance, attachment, hypothecation or other alienation of any kind or description, whether voluntary or by legal process or court order, shall be valid or binding without the prior written consent of the owners of at least one hundred percent (100%) of the ownership interests registered as such immediately prior to any such alienation on the registration and transfer records maintained by this limited liability company in accordance with this limited liability company's operating agreement. If any voluntary or involuntary transfer, assignment, pledge, encumbrance, hypothecation, execution, attachment, garnishment, legal or judicial process or other alienation of any certificates representing ownership of this limited liability company's capital takes place or is attempted without the express consent of the aforesaid one hundred percent (100%) of the registered owners of this limited liability company's capital, whether by means of judicial process or self help, the attempted sale, transfer, assignment, pledge, encumbrance, hypothecation, execution, attachment, garnishment, judicial process or other alienation of this limited liability company's capital shall be null and void, except that any of the registered owners of the Company's certificates representing ownership interests in this limited liability company may transfer or assign their ownership interests to a "grantor trust" as defined by the Internal Revenue Code of 1986, as amended. Other restrictions on the ownership, sale, encumbrance and alienation of the certificates representing ownership in the Company are contained in the operating agreement on file with the managers of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 10th day of October, 2005, and in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes the affirmation of the undersigned under penalties of perjury that the facts stated herein are true.

Member