

W05000106995 (5)

Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

W05-106995

LIMITED LIABILITY COMPANY

Second Churchill Way, LLC

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SECOND CHURCHILL WAY, LLC**

ARTICLE I

NAME

The name of the limited liability company shall be:

Second Churchill Way, LLC

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSE

This limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of this limited liability company is: 2900 SW 28th Terrace, Grove Plaza Building, Second Floor, Coconut Grove, Florida 33133.

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ARTICLE V**INITIAL REGISTERED AGENT**

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Neal S. Litroan, P.A.
Grove Plaza ~ Second Floor
2900 S.W. 28th Terrace
Coconut Grove, Florida 33133

ARTICLE VI**MANAGEMENT**

The limited liability company is to be managed by one Manager or more Managers ("Manager") and is, therefore, a Manager-Managed company.

ARTICLE VII**RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE AFTER
WITHDRAWAL OF MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII

CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE IX

INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with Section 608.408(3), F.S., the undersigned, authorized representative by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true.
Executed by the authorized representative at Miami, Florida, this 1st day of November, 2005.

Neal S. Litman, P.A.

By: 

Neal S. Litman
Authorized Representative

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CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of Second Churchill Way, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 1st day of November, 2005.

Neal S. Litman, P.A.

By: 

Neal S. Litman

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