

LOS000109242

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

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.

((H05000261215 3)))

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

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

EFFECTIVE DATE  
11/9/05

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 NOV -9 PM 1:52

LIMITED LIABILITY COMPANY

mendel, l.l.c.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

RECEIVED  
05 NOV -9, AM 8:21  
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing

Public Access Help

EFFECTIVE DATE

11/9/05

H05000261215

**ARTICLES OF ORGANIZATION**

**OF**

**MENDEL, L.L.C.**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of MENDEL, L.L.C. (the "Company"):

**ARTICLE I**

**NAME**

The name of the limited liability company is: **MENDEL, L.L.C.**

**ARTICLE II**

**DURATION**

The duration of the Company will be perpetual.

**ARTICLE III**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 111 South Hibiscus Drive, Miami Beach, Florida 33139.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 NOV -9 PM 1:52

H05000261215

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company is Charles S. Serfaty, Esq., 4340 Sheridan Street, Second Floor, Hollywood, Florida 33021.

**ARTICLE V**

**MANAGEMENT**

The Company will be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial manager, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follows:

**AUDREY DRIGUES TRABELSI**  
111 South Hibiscus Drive  
Miami Beach, Florida 33139

**MELVIN DRIGUES**  
111 South Hibiscus Drive  
Miami Beach, Florida 33139

**ARTICLE VI**

**ADDITIONAL MEMBERS**

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company and conditions of the admission of new members shall be governed by the Company's regulations.

## ARTICLE VII

### MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

## ARTICLE VIII

### INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

H05000261215

**ARTICLE IX**

**EFFECTIVE DATE**

Pursuant to Section 608.409 of the Act, these Articles of Organization and the existence of the Company shall become effective on November 9, 2005.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Registered Agent of the Company as of November 9, 2005.

**MEMBERS:**

  
CHARLES S. SERFATY, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
NOV -9 PM 1:52

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for MENDEL, L.L.C. in the foregoing Articles of Organization, I, Charles S. Serfaty, Esq., hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
CHARLES S. SERFATY, ESQ.

H05000261215