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FLORIDA/FOREIGN LIMITED LIABILITY CO.

J. MICHAEL TAYLOR, PLLC

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ARTICLES OF ORGANIZATION**OF****J. MICHAEL TAYLOR, PLLC****A Professional Service Limited Liability Company**

The manager denoted herein, a duly licensed real estate broker in the State of Florida, hereby adopts the following articles, according to applicable licensing law under Florida Statutes, Chapter 475, entitled Real Estate Brokers, Sale Associates, Schools, and Appraisers ("Chapter 475"), and in accordance with Florida Statutes, Chapter 621, Florida Professional Service Corporation and Limited Liability Company Act ("Chapter 621"):

ARTICLE I**Name**

The name of the professional limited liability company is **J. MICHAEL TAYLOR, PLLC** (the "Company").

ARTICLE II**Principal Office**

The mailing address and street address of the principal office of the Company is 2121 S.W. 3rd Avenue, 3rd Floor, Miami, Florida 33129.

ARTICLE III**Duration**

The period of duration for the Company shall be perpetual.

ARTICLE IV**Purpose**

The purpose for which the Company is organized shall be to transact all lawful activities and businesses, and engage in and carry on all branches of the practice of real estate brokerage services in the State of Florida, according to applicable licensing law under Chapter 475, that may be conducted by a professional limited liability company under the laws of the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

a. To engage in the practice of real estate brokerage services in the State of Florida, according to applicable licensing law under Chapter 475, as a professional company, and to carry on services incident thereto. The practice of real estate brokerage services in the State of Florida, according to applicable licensing law under Chapter 475, shall be the sole and exclusive professional

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service to be rendered by the Company, unless these articles are otherwise amended to provide otherwise.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of the Company.

ARTICLE V Management

The Company is to be manager-managed and the name and address of the initial manager is as follows:

J. Michael Taylor
2121 S.W. 3rd Avenue
3rd Floor
Miami, Florida 33129

ARTICLE VI Admission of Additional Members

The Company shall have at least one (1) member, who shall be duly licensed to practice as a real estate broker in the State of Florida, according to applicable licensing law under Chapter 475, within the State of Florida. The Company may admit additional members upon the unanimous written consent of all members of the Company at the time the admission is sought, or otherwise in accordance with the provisions of the operating agreement of the Company, and provided further that the provisions of Chapter 475 and Chapter 621, as applicable.

ARTICLE VII Operating Agreement

The members shall have the power to adopt, alter, amend, or repeal upon the unanimous written consent or agreement of all members, the operating agreement of the Company, containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII Voting

The Company is authorized to issue membership units with voting rights and membership units without voting rights, or otherwise in accordance with the provisions of the operating agreement of the Company.

ARTICLE IX Certificated Interests

The members' interests in the Company may be evidenced by certificates upon the unanimous written consent or agreement of all the members.

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ARTICLE X

Transfer of Interest

No member shall have the right to transfer any interest in the Company without the unanimous written consent or agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall therefore be entitled to receive only the share of profits actually distributed or other compensation paid by way of income and the return of capital contributions to which the transferring member otherwise would have been entitled by virtue of membership, or otherwise in accordance with the provisions of the operating agreement of the Company.

ARTICLE XI

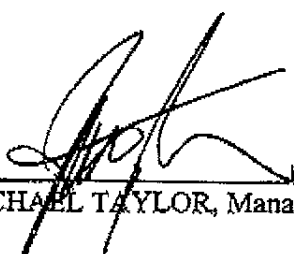
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound up, and upon the occurrence of any such event, the Company shall be continued without dissolution, and without any affirmative action or requirement on the part of the members.

In accordance with Section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

The undersigned executed these Articles of Organization as the authorized representative of a member.

Dated on this 21 day of March 2006.



J. MICHAEL TAYLOR, Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL 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 professional limited liability company is J. MICHAEL TAYLOR, PLLC.
2. The name and Florida street address of the professional limited liability company's registered agent is Company Management Services, LLC, 8788 S.W. 8th Street, Miami, Florida 33174.

Having been named as registered agent and to accept service of process for the above-stated professional limited liability company at the place designated by 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 the obligations of my position as a registered agent.

COMPANY MANAGEMENT SERVICES, LLC

By: Annette DeLeon
ANNETTE C. DELEON, Authorized
Representative

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