

Division of Corporations

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To:  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**shendell & pollock, p.l.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION  
OF

SHENDELL & POLLOCK, P.L.

A Florida Professional Service Limited Liability Company

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The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the Professional Limited Liability Company (hereinafter referred to as the "Company") is "Shendell & Pollock, P.L."

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

5355 Town Center Road  
Suite 200  
Boca Raton, FL 33486

EFFECTIVE DATE

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ARTICLE III - PURPOSE AND POWERS

This Company is organized for the following purposes:

- (1) To engage in the practice of law as a professional services limited liability company and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this Company.
- (2) 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 this Company.
- (3) The professional services of this Company shall be carried out only through those who have been admitted to The Florida Bar, and are duly authorized to practice law in the State of Florida.

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#### **ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Company's registered agent is:

Kenneth S. Pollock  
5355 Town Center Road  
Suite 200  
Boca Raton, FL 33486

#### **ARTICLE V-TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### **ARTICLE VI - MANAGEMENT**

The Company shall be a manager-managed company. The name and address of each manager is:

Gary R. Shendell, 5355 Town Center Road, Suite 200, Boca Raton, FL 33486  
Kenneth S. Pollock, 5355 Town Center Road, Suite 200, Boca Raton, FL 33486

#### **ARTICLE VII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no member of the Company other than the Managing Members named herein, shall be an agent of the Company solely by virtue of being a member.

#### **ARTICLE VIII - EXISTENCE**

The existence of the Company shall begin effective as of October 11, 2006.

#### **ARTICLE IX - RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned Managing Members have executed these Articles of Organization and acknowledged them to be their act on this 11<sup>th</sup> day of October, 2006.

By:   
Name: Gary R. Shendell

By:   
Name: Kenneth S. Pollock

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415, FLORIDA STATUTES, THE  
UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED  
OFFICE, IN THE STATE OF FLORIDA.

**COMPANY**

The name of the limited liability company is Shendell & Pollock, P.L.

**REGISTERED AGENT/OFFICE**

The name and address of the registered agent and office is

Kenneth S. Pollock  
5355 Town Center Road  
Suite 200  
Boca Raton, FL 33486

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Having been named as registered agent and to accept service of process for the above-stated  
professional 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.

By: Kenneth S. Pollock  
Print name: Kenneth S. Pollock  
Date: October 11, 2006

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