

Aug. 7, 2007 1:28PMns [m...]

W07 0000680969

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.

((H07000199244 3)))



H070001992443ABC3

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

From:
Account Name : BELOFF & SCHWARTZ
Account Number : I20010000064
Phone : (305) 673-1101
Fax Number : (305) 673-5505

2007 AUG -7 AM 8:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

07 AUG -7 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ZACH'S RAILWAY, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu

Help

W07-80969
Qh
2007

(((HO7000199244 3)))

ARTICLES OF ORGANIZATION OF

ZACH'S RAILWAY, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is:

ZACH'S RAILWAY, LLC

2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.

3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.

4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

***1111 Lincoln Road, Suite 400
Miami Beach, Florida 33139***

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

***Jonathan D. Beloff
1111 Lincoln Road, Suite 400
Miami Beach, Florida 33139***

FILED
2007 AUG 7 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

***Jonathan D. Beloff
6525 Allison Road
Miami Beach, Florida 33141***

***Marisue Beloff
6525 Allison Road
Miami Beach, Florida 33141***

***Zachary B. Beloff
6525 Allison Road
Miami Beach, Florida 33141***

(((HO7000199244 3)))

(((HO7000199244 3)))

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
9. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of an operating agreement to be entered into by the Members of the Company. This is a Member managed company.

Dated: August 7, 2007

By:


JONATHAN D. BELOFF
MEMBER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 AUG -7 AM 8:08

FILED

(((HO7000199244 3)))

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

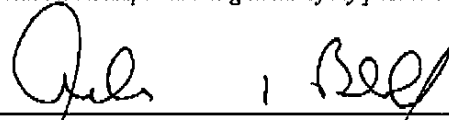
1. The name of the limited liability company is:

ZACH'S RAILWAY, LLC

2. The name and the Florida street address of the registered agent are:

**Jonathan D. Beloff
1111 Lincoln Road, Suite 400
Miami Beach, Florida 33139**

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



JONATHAN D. BELOFF, REGISTERED AGENT

FILED
2007 AUG -7 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA