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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

p.a.s.s. llc

L. SELLERS
JAN 16 2008
EXAMINER

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**ARTICLES OF ORGANIZATION
for
P.A.S.S. LLC**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. The name of this company shall be:

P.A.S.S. LLC

and the address of its initial principal office is:

827 S.W. 1st Street
Hallandale Beach, FL 33009

and the mailing address is the same.

2. The company shall exist until dissolved in a manner provided by law, these Articles or Regulations adopted by the members.

3. The name and street address of the initial registered agent and office for this company is as follows:

ADRIENNE MAIDENBAUM, ESQ.
FEINBERG & MAIDENBAUM
4000 Hollywood Boulevard, Suite 350-N
Hollywood, Florida 33021

4. Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such a new member, in the manner set forth in the Regulations of this Company.

5. This limited liability company shall be dissolved upon the occurrence of any of the following events:

(a) By the unanimous written agreement of all members.

(b) Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, unless the business of the limited liability company is continued by the consent of all remaining members or under a right to continue stated in the articles of organization of the limited liability company.

6. The business of the Company shall be managed by its Members, but the company has the right to hire a manager or managers to assist in the operation of the company.

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7. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

8. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by all the Members, unless otherwise provided in the Regulations or further action of the Members.

9. A member shall not receive out of the Company property any return of his or her contribution until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded,

(c) these Articles are canceled or so amended as to set out the withdrawal reduction,

A Member shall be entitled to the return of his or her contribution in the manner provided for in the Regulations of the Company.

10. The Company shall have all powers authorized by law, as well as any additional lawful powers to effectuate and complete its business transactions.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 11th day of January, 2008.



Signature of an authorized representative of a member executing the Articles of Organization.

(In accordance with Section 606.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Adrienne Maidenbaum

Typed or printed name of signee

Prepared By:
Adrienne Maidenbaum, Esquire
FAN# 230383
4000 Hollywood Blvd., Suite 350-N
Hollywood, FL 33021
(954) 982-8889 ex. 202

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TALLAHASSEE, FLORIDA

Registered Agent/Registered Office

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

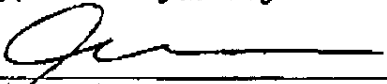
**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the Limited Liability Company is:

P.A.S.S. LLC
2. The name and the Florida street address of the registered agent and registered office are:

Adrienne Maidenbaum
4000 Hollywood Boulevard, Suite 350-N
Hollywood, FL 33021

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.



(Signature)

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FEINBERG & MAIDENBAUM
ATTORNEYS AT LAW

JEFFREY FEINBERG, P.A. • Φ
ADRIENNE MAIDENBAUM, P.A. **

Telephone (954) 962-8889

Presidential Circle
4000 Hollywood Boulevard
Suite 350, North Tower
Hollywood, Florida 33021

• ALSO ADMITTED TO PRACTICE

IN NEW YORK

Facsimile (954) 966-6259

Miami Office:
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

** ALSO ADMITTED TO PRACTICE
IN NEW YORK

January 15, 2008

Φ Board Certified Real Estate Lawyer
Please Reply to Hollywood

Department of State
Division of Corporations
Corporate Filing
P.O. Box 8327
Tallahassee, FL 32314

Re: Articles of Organization of P.A.S.S. LLC

Dear Sir or Madam:

I am advised that the Department of State has a policy not to allow an LLC where it has the same name as a corporation. Please be advised that my clients are the owners of P.A.S.S. Corporation and which to utilize P.A.S.S. LLC as well. I would ask that you waive the requirement and accept the Articles of Organization of P.A.S.S. LLC.

Yours truly,



ADRIENNE MAIDENBAUM, ESQ.

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