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## FLORIDA/FOREIGN LIMITED LIABILITY CO

scott m. goldberg, pllc

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ARTICLES OF ORGANIZATION

OF

***SCOTT M. GOLDBERG, PLLC***

These Articles of Organization are made for the purposes of organizing a Florida Professional Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608.

ARTICLE I - NAME

The name of this Professional Limited Liability Company is **SCOTT M. GOLDBERG, PLLC**.

ARTICLE II - ADDRESS

The initial street address and mailing address for the principal place of business of this Professional Limited Liability Company is:

6996 PIAZZA GRANDE AVENUE  
SUITE 305  
ORLANDO, FL 32835 US

ARTICLE III - REGISTERED AGENT AND OFFICE

The name and street address of the initial Registered Agent and Office for this Professional Limited Liability Company is:

SCOTT M. GOLDBERG, ESQ.  
6996 PIAZZA GRANDE AVENUE  
SUITE 305  
ORLANDO, FL 32835 US

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ARTICLE IV - DURATION

This Professional Limited Liability Company shall commence its existence on January 25, 2008, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State.

The period of this Professional Limited Liability Company's duration shall be perpetual, and shall survive the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member.

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The fiscal year of this Professional Limited Liability Company shall end on the 31st day of December of each calendar year.

#### **ARTICLE V - PURPOSE**

The purpose of this Professional Limited Liability Company shall be a law firm to engage in and transact any professional legal services for which a Professional Limited Liability Company may be organized to practice law under the Florida Professional Service Corporation and Limited Liability Company Act. In furtherance of its specific purpose, this Professional Limited Liability Company shall be permitted to conduct any and all lawful business authorized under the laws of the State of Florida and of the United States.

#### **ARTICLE VI - POWERS**

This Professional Limited Liability Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

#### **ARTICLE VII - MANAGEMENT OF THE COMPANY**

The initial Member of this Professional Limited Liability Company, who shall also manage the business of this Professional Limited Liability Company, which shall be a member-managed company, is:

**Name**

Scott M. Goldberg

**Address**

6996 Piazza Grande Ave.  
Suite 305  
Orlando, FL 32835

#### **ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS**

Members shall be admitted only upon the approval and consent of the existing Members of this Professional Limited Liability Company in accordance with the Operating Agreement, to be adopted by the Members of this Professional Limited Liability Company, and the execution by such new Member of the Operating Agreement, or under the laws of the State of Florida if at such time of admission an Operating Agreement has not been adopted by the Members.

#### **ARTICLE IX - RIGHT TO CONTINUE**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member of this Professional Limited Liability Company, or the occurrence of any other event that terminates the continued membership of a Member, the remaining Members may continue the business of this Professional Limited Liability Company.

Upon the termination of the continued membership of a Member, the business of this Professional Limited Liability Company shall be continued for the benefit of all the remaining Members and for the benefit of any transferee, assignee, or beneficiary of the Member whose membership has terminated, in accordance with the Operating Agreement.

#### **ARTICLE X - CONTRACTING DEBT**

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Professional Limited Liability Company except by the Managing-Member, unless otherwise to the contrary as set forth in the Operating Agreement.

#### **ARTICLE XI - TRANSFER OF MEMBERSHIP INTEREST**

No Member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement or under the laws of the State of Florida if at such time of transfer an Operating Agreement has not been adopted by the Members.

#### **ARTICLE XII - AMENDMENT**

This Professional Limited Liability Company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization, or any amendment thereto, in accordance with the Operating Agreement or under the laws of the State of Florida if at such time of amendment an Operating Agreement has not been adopted by the Members.

IN WITNESS WHEREOF, the undersigned Managing-Member has executed these Articles of Organization on this the 25<sup>th</sup> day of January, 2008.

  
Scott M. Goldberg, Managing Member

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

Pursuant to the provisions of Section 608.415, Florida Statutes, this Professional Limited Liability Company submits the following statement in designating the registered agent and registered office, in the State of Florida:

- 1) The name of the Professional Limited Liability Company is:

SCOTT M. GOLDBERG, PLLC

- 2) The name and address of the initial registered agent and office is:

SCOTT M. GOLDBERG, ESQ.  
6996 PIAZZA GRANDE AVENUE  
SUITE 305  
ORLANDO, FL 32835

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 ARTICLE III OF THESE ARTICLES OF ORGANIZATION, 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.

Dated: January 25, 2008.

  
Registered Agent  
By: Scott M. Goldberg, Esq.

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