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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DBAK P.L.C.

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EXAMINER

4/8/2008

**ARTICLES OF ORGANIZATION
OF
DBAK P.L.C.**

Pursuant to Chapter 621, Florida Statutes, the undersigned hereby files these Articles of Organization as follows.

ARTICLE I - NAME

The name of the Professional Limited Liability Company is DBAK P.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is c/o 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

ARTICLE III - PURPOSE

The purpose for which the Company is organized shall be to engage in and to practice on all branches of the practice of law solely through its members, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business.
- B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.
- C. To borrow or raise money reasonably required in the conduct of its professional business; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.
- E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws

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of the State of Florida with all the powers conferred on professional limited liability companies by the laws of the State of Florida.

F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions in effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in the Articles of Formation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE IV - PROFESSIONAL SERVICES

The professional services of the Company shall be rendered only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida pursuant to Florida Statutes. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Company, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person to whom the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of a legal practice.

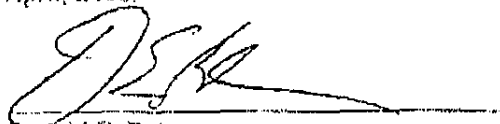
ARTICLE V - MEMBERSHIP INTERESTS

No membership interest in the Company shall be issued or transferred to any person who is not a licensed attorney at law.

ARTICLE VI - DURATION

The period of duration for the Company is perpetual.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 8th day of April, 2008.


Donald E. Baker
Authorized Representative

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

DBAK P.L.C., desiring to organize as a limited professional liability company under the laws of the State of Florida, has designated c/o 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named Donald E. Baker, located at said address as its initial Registered Agent

By: 

Donald E. Baker
Authorized Representative

Having been named Registered Agent for the above stated limited professional liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 

Donald E. Baker
Registered Agent

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