

L11 000010962

Marc Postelnek, Esq.  
P.O. Box 1844  
Boca Raton, FL 33429

(Address)

(City/State/Zip/Phone #)

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T. CLINE

JAN 26 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 20, 2011

MARC PSOTELNEK, ESQ.  
P.O. BOX 1844  
BOCA RATON, FL 33429

SUBJECT: PACPO ENTERPRISES, LLC  
Ref. Number: W11000003582

We have received your document for PACPO ENTERPRISES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 19, 2011. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Regulatory Specialist II

Letter Number: 811A00001659

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF PACPO ENTERPRISES, LLC

The undersigned initial member of PACPO ENTERPRISES, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I.  
COMPANY NAME

The name of this Company is: PACPO ENTERPRISES, LLC.

ARTICLE II.  
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of the herein Articles and shall continue in perpetuity unless otherwise dissolved pursuant to these Articles or the Operating Agreement and Regulations of the Company.

ARTICLE III.  
MAILING ADDRESS OF COMPANY

The initial mailing address of the Company is:

PACPO ENTERPRISES, LLC  
C/O Marc Postelnek  
P.O. Box 1844  
Boca Raton, FL 33429

ARTICLE IV.  
STREET ADDRESS OF COMPANY

The initial street address of the principal office of the Company is:

PACPO ENTERPRISES, LLC  
C/O Irvin Pachter  
555 Lakeview Dr.  
Miami Beach, FL 33140

ARTICLE V.  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent of this Company in the State of Florida shall be:

Marc Postelnek  
700 South Ocean Blvd. Suite 301  
Boca Raton, FL 33432

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ARTICLE VI.

MEMBERS

The Company shall admit additional members in accordance with the Operating Agreement and Regulations of the Company.

ARTICLE VII.

RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, pursuant to the Operating Agreement and Regulations of the Company.

ARTICLE VIII.

DISSOLUTION OF COMPANY

Upon the death or bankruptcy of a member or upon the occurrence of any other event provided in the Operating Agreement and Regulations of the Company, the Company shall proceed in accordance with the terms of the Operating Agreement and Regulations of the Company. In the event that the Operating Agreement and Regulations of the Company do not address such issues, then the Company shall be dissolved unless the surviving members elect to continue the Company upon the vote of a majority in interest of the members of Company which vote is taken at a duly called meeting of the members or by written consent of said majority in interest of all members of the Company.

ARTICLE IX.

MANAGEMENT OF THE COMPANY

The Company shall be managed by Marc Postelnek and Irvin Pachter

ARTICLE X.

RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as may be provided in the Company's Operating Agreement or Regulations then in existence.

ARTICLE XI.

AMENDMENT TO ARTICLES OF ORGANIZATION

A majority in interest of the Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the majority in interest vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority in interest of all the members of the Company.

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## ARTICLE XII.

### OPERATING AGREEMENT AND REGULATIONS OF THE COMPANY

The Members of the Company have entered or will be entering into a certain Operating Agreement of the Company and shall promulgate Regulations of the Company. The members of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement or Regulations upon the majority in interest vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority in interest of all the members of the Company.

## ARTICLE XIII.

### INDEMNIFICATION

To the extent permitted by law, the Company shall indemnify and hold harmless each person serving as a manager of the Company, and each person who serves at the request of the Company, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being manager of the Company, or by reason of any action alleged to have been taken or omitted by him/her as a manager. The Company shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

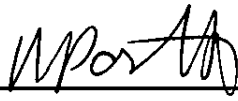
## ARTICLE XIV.

### CONFLICT OF INTEREST

No contract or other transaction between this Company and any other firm or Company, and no act of this Company shall in any way be affected or invalidated by the fact that any of the managers or members of the Company are pecuniarily or otherwise interested in, or are managers or members of such other firm or Company, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the members. The vote of any such manager or member may be counted in determining the existence of a quorum at any meeting of the Company which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a manager of such other Company or not so interested.

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IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing  
Articles of Organization this 10 day of JANUARY  
\_\_\_\_\_, 2010.

  
\_\_\_\_\_  
MARC POSTELNEK, an initial member

  
\_\_\_\_\_  
IRVIN PACHTER, an initial member

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TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM  
SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 of the Florida Limited Liability Company Act:

Having been appointed registered agent of PACPO ENTERPRISES, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated JANUARY 11, 2011



Marc Postelnek  
700 South Ocean Blvd. Suite 301  
Boca Raton, FL 33432

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