

Division of Corporations

5/23/2011

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**FLORIDA LIMITED LIABILITY CO.
JAMIST HOLDINGS II LLC**

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EXAMINER

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
JAMIST HOLDINGS II LLC

We, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

JAMIST HOLDINGS II LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be: 6079 NW 23rd Way, Boca Raton, FL 33496 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Debra L. Cohen, 6079 NW 23rd Way, Boca Raton, FL 33496.

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Company, unless the regulations are hereafter amended to provide that the Company shall be managed otherwise.

ARTICLE VII

The name and mailing and street address of the initial sole manager of the Limited Liability Company, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is Dr. Robert A. Cohen, 6079 NW 23rd Way, Boca Raton, FL 33496.

ARTICLE VIII

The names and mailing and street addresses of the initial members of the Limited Liability Company are Debra L. Cohen and Dr. Robert A. Cohen, both having a mailing and street address of 6079 NW 23rd Way, Boca Raton, FL 33496.

ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

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ARTICLE X

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE XI

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE XII

The private property of the members shall not be subject to payment of the debts or the Limited Liability Company to any extent.

ARTICLE XIII

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership,

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joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or 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

The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

IN WITNESS WHEREOF, we, Debra L. Cohen and Dr. Robert A. Cohen, both of 6079 NW 23rd Way, Boca Raton, FL 33496, the undersigned, being the members hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 22 day of May 2011.

By: Debra L. Cohen
Debra L. Cohen

By: Dr. Robert A. Cohen
Dr. Robert A. Cohen

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11 MAY 28 AM 8:57
CLERK OF DISTRICT COURT
JULIA HARRIS, CLERK
TALLAHASSEE, FLORIDA

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**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:

JAMIST HOLDINGS II LLC

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

Debra L. Cohen
6079 NW 23rd Way
Boca Raton, FL 33496

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.

Debra L. Cohen
DEBRA L. COHEN

Date: May 22, 2011

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