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LIMITED LIABILITY AMENDMENT

M&E REED, L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 2001

M&E REED, L.C.
13400 NE 17TH AVE
NORTH MIAMI, FL 33181

SUBJECT: M&E REED, L.C.
REF: L94000000271

see attached

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

Please go under the limited liability company amendment not basic amendment.

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Diane Cushing
Corporate Specialist

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**AMENDED AND RESTATED
ARTICLES of ORGANIZATION of
M & E PROPERTIES, LLC
a Florida Limited Liability Company
Under Section 608.411 of the Florida Limited Liability Company Act**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act M & E REED LC, organized under the laws of the State of Florida, adopts the following Amended and Restated Articles of Organization. We further declare that the following Amended and Restated Articles shall serve as the amended and restated charter and authority for the conduct of business of the limited liability company: These Amended and Restated Articles of Organization change the name of the company from M & E REED LC to M & E PROPERTIES, LLC. The name under which the Articles of Organization were originally filed by the Secretary of State was M & E REED LC by document filed June 14, 1994, document number L94000000271. These Amended and Restated Articles of Organization also change the mailing address and street address for the principal place of business as set forth below, change the resident agent and registered office, change the company from a member-managed company to a manager-managed company, change the duration of the company, change the purposes and powers, and delete Article V of the original Articles of Organization which deals with admission of additional members and deletes Article VI of the original Articles of Organization which deals with members rights to continue business and changes other matters as set forth herein. These Restated and Amended Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **M & E PROPERTIES, LLC**, and its principal office and mailing address shall be located at c/o Marc Osheroff, 16400 NW 2nd Avenue, Suite 203, North Miami Beach, Miami-Dade County, State of Florida, 33169 but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the limited liability company is **9100 So. Dadeland Blvd., Suite 504, Miami, County of Miami-Dade, State of Florida, 33156-7815** and the name of the company's initial registered agent at that address is **Gary P. Simon**.

**ARTICLE III
PURPOSES AND POWERS**

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which

Joy B. Spill, Esquire
9100 S. Dadeland Blvd., Suite 504
Miami, Fl 33156
305-670-6750 Fla Bar no. 403148

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the limited liability company is authorized to transact, shall be as follows:

- .. 1. To engage in any activity or business authorized under the Florida Statutes.
- .. 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- .. 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- .. 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- .. 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- .. 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

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**ARTICLE IV
MANAGEMENT**

This limited liability company shall be a manager managed company.

**ARTICLE V
DURATION**

The duration of this limited liability company shall be perpetual.

The undersigned, being all of the Members of the limited liability company, certify that this instrument constitutes the Amended and Restated Articles of Organization of M & E PROPERTIES, LLC.

Executed by the undersigned at _____ on Feb. 23, 2001. Under penalties of perjury, the facts stated herein are true.


Print: Edwin W. Reed III


Print: Marc A. Osheroff


Print: Robin B. Osheroff

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State of Florida
County of Miami-Dade

**STATEMENT OF CHANGE OF REGISTERED AGENT, REGISTERED
OFFICE & ACCEPTANCE**

Pursuant to the provisions of Sections 608.415, 608.416 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its new registered office and new registered agent in the State of Florida:

The name of the limited liability company is **M & E PROPERTIES, LLC**. (Formerly known as M & E Reed LC)

The name of the registered agent for **M & E PROPERTIES, LLC** is **Gary P. Simon** and the street address of the company's registered office where the agent is located is **9100 So. Dadeland Blvd. Suite 504, Miami, FL 33156-7815**.
(Formerly the registered agent and registered office was Frank Wolland, 11601 Biscayne Blvd. Ste 301, North Miami, FL)

This statement is to acknowledge that, as indicated above, **M & E PROPERTIES, LLC** has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 Feb. 22, 2001


Gary P. Simon

The foregoing instrument was acknowledged before me this 22 day of Feb, 2001 by Gary P. Simon, agent on behalf of **M & E PROPERTIES, LLC**, a limited liability company.

Personally known to me ☒
Produced Identification ☐

Type of Identification

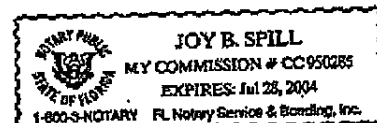

NOTARY PUBLIC

Printed Name

My Commission Expires:

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