

L95000000154

HEAD OFFICE OF  
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.  
SUITE 1400 SUNTANK INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 530-0000  
TELECOMEX (305) 371-0534  
(305) 372-3070

February 10, 1995

ASSOCIATED OFFICE  
B'KELNEK Y ASOCIADOS, S.C.  
RIO DANUBIO NO. 89 44 PISO  
COLONIA CUAUHTEMOC, C.P. 06500  
MEXICO, D.F. (MEXICO CITY)  
TELEPHONE (5) 011-0-05  
TELECOMEX (5) 533-80-74

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32301

Re: Leonard Schutzman / Pita Ventures, LC

700100 1406237  
-02/14/95--01103--002  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Sir/Madam:

W95-3520

Enclosed please find an original and one copy of the Articles of Organization and Regulations of Pita Ventures, L.C., as well as our check in the amount of \$337.50 representing your filing fee (\$285.00) and fee for certified copy of Certificate (\$52.50). Please return a conformed copy of the enclosed instruments to the undersigned along with the Certificate in the stamped, self-addressed envelope provided.

Of course, if you should have any questions or need anything further, please contact me immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine  
Encl.  
cc:

Mr. Leonard Schutzman

JB 2/28/95

FILED  
MAR 23 11 3:03  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 16, 1995

MICHAEL SCHIFFRIN, ESQ.  
SUITE 1400 - SUNBANK INTERNATIONAL CENTE  
ONE SOUTHEAST THIRD AVE.  
MIAMI, FL 33131

SUBJECT: PITA VENTURES, LC  
Ref. Number: W95000003520

We have received your document for PITA VENTURES, LC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Bylaws are not filed with this office. Please retain them for your records.

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 (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 195A00006827

LAW OFFICES OF  
**MICHAEL SCHIFFRIN & ASSOCIATES, P.A.**  
SUITE 1400-SUNBANK INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 530 0000  
TELECOMER (305) 371 0934  
(305) 372 3670

February 24, 1995

ASSOCIATED OFFICE  
**IRKELNEK Y ASOCIADOS, S.C.**  
RFO DAFUNDO No. 68 - 54 1160  
COLUMIA CUAUTEMOC, C.P. 06800  
MEXICO, D.F. (MEXICO CITY)  
TELEPHONE: (5) 511 11-05  
TELECOMER (5) 533 50 74

Ms. Agnos Bundick, Corporate Specialist  
Florida Department of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32301

Re: Leonard Schutzman / Pita Ventures, L.C.  
Reference No. W95000003520

Dear Ms. Bundick:

In accordance with our telephone conversation of today, I herewith enclose the following:

1. A copy of your February 16, 1995 letter;
2. Articles of Organization of Pita Ventures, L.C., in duplicate; and
3. Affidavit in Accordance with Fla.Stat. 608.407(2)

If everything is now in order, please be so kind as to immediately forward the Certificate to me together with a copy of the "accepted" Articles of Organization. For your convenience, I enclose a stamped, self-addressed envelope.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

  
MICHAEL SCHIFFRIN, ESQ.

MS/ine  
Encl.  
cc:

Mr. Leonard Schutzman

ARTICLES OF ORGANIZATION  
OF  
PITA VENTURES, L.C.

FILED  
1995 FEB 28 PM 3:00  
TALLAHASSEE, FLORIDA

We, the organizers hereto, do hereby execute these Articles of Organization of PITA VENTURES, L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statute, 1987.

ARTICLE I - NAME

The name of the limited liability company is: PITA VENTURES, L.C.

ARTICLE II - EXISTENCE

This limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State, Tallahassee, Florida or such other offices thereof, authorized to accept same, and for a maximum period of thirty (30) years from the date of the filing hereof, unless otherwise terminated prior thereto in accordance with law.

### ARTICLE III - PURPOSE OF ORGANIZATION

The company is organized for the express purpose of receiving, buying, acquiring, owning, developing, renting, selling, leasing and/or in any other manner dealing in real and personal property located within the State of Florida, and for any and all other acts or purposes permitted under Section 608.404, Florida Statute 1987 and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

### ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT

A. Place of Business - the company's place of business within the State is at the following address:

c/o Michael Schiffman  
One Southeast Third Avenue  
Suite 1400 - SunBank International  
Miami, Florida 33131

B. Registered Agent - the name and address of the Registered Agent of the company is:

Michael Schiffman  
One Southeast Third Avenue  
Suite 1400 - SunBank International  
Miami, Florida 33131

## ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBERS

A. Initial Contributions of Cash and/or Property by Members. Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of Five Hundred Dollars (\$500.00).

B. Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company, unless all members unanimously agree thereto in writing.

## ARTICLE VI - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. New members may be admitted pursuant to a vote of not less than 100% per cent of the total existing ownership interests in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company as opposed a single majority of the members.

No individual member and/or manage of the company, if one be designated, shall ever have the power to terminate or grant membership to any person.

## ARTICLE VII - INTERESTS OF MEMBERS

All interests of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in an operating agreement to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

## ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e. without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

## ARTICLE IX - MANAGEMENT OF THE COMPANY

A. Management by Members - unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company.



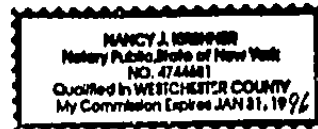


IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at the  
City of \_\_\_\_\_, County of Westchester, State of \_\_\_\_\_  
New York this 2<sup>nd</sup> day of February, 1995.

Nancy J. Krenner  
NOTARY PUBLIC

My Commission Expires:

- [ ☒ ] Personally known to me, or;  
[ ☐ ] Produced as Identification the following:



STATE OF Florida )  
COUNTY OF BCE ) SS

BEFORE ME, the undersigned authority, personally appeared DAVID ZOPHIN as the  
organizer of PITA VENTURES, L.C., a Florida limited liability company in formation, and  
acknowledged that he executed the foregoing Articles of Organization for the purposes therein  
expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at the  
City of Boca Raton, County of Palm Beach, State of FLORIDA  
\_\_\_\_\_ this 10 day of February, 1995.

Rose Villa  
NOTARY PUBLIC

My Commission Expires:



ROSE VILLA  
MY COMMISSION # 00207882 EXPIRES  
JULY 18, 1995  
BONDED THIRD PARTY LIABILITY INSURANCE, INC.

- [ ] Personally known to me, or;  
[ ] Produced as Identification the following:

FILED  
1995 FEB 28 PM 3:00  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
MICHAEL SCHIFFRIN as Registered Agent

Dated: 2-10-95

AFFIDAVIT IN ACCORDANCE WITH FLA. STAT. 608.407(2)

STATE OF FLORIDA       )  
                                  : ss  
COUNTY OF DADE       )

FILED  
1985 FEB 28 PM 3:00  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, appeared MICHAEL SCHIFFRIN, who is [ x ] personally known to me; or who [    ] presented \_\_\_\_\_ as Identification, and whom after being first duly sworn, deposed and stated as follows:

1. My name is Michael Schiffrin and I am an attorney licensed as such in the State of Florida since May, 1974.

2. I make this Affidavit as the authorized representative of the proposed limited company, PITA VENTURES, L.C.

3. I am also the designated Registered Agent of PITA VENTURES, L.C. whose designated place of business as indicated in Article IV(A) of the Articles of Organization is my office address.

4. PITA VENTURES, L.C. has at least two members, to wit:

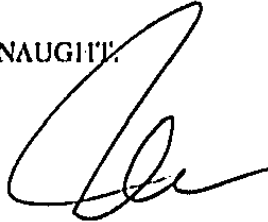
David Zophin  
5328 Flg Palm Way  
Boynton Beach, Florida

Leonard Schutzman  
48 Blueberry Lane  
Darien, Connecticut 06820

5. Each of the aforementioned members have contributed \$500.00 to PITA VENTURES, L.C. There is no property in kind to be contributed by each of the members and therefore the present total cash contribution shall be \$1,000.00, with no further present cash contribution being contemplated.

6. In the event any further cash contributions are anticipated, they shall be made only upon approval of all of the members in accordance with Article V(B) of the Articles of Organization.

FURTHER AFFIANT SAYETH NAUGHT.



\_\_\_\_\_  
MICHAEL SCHIFFRIN, Affiant

SWORN TO AND SUBSCRIBED before me this \_\_\_\_\_ day of February, 1995  
in the County and State first written above.

\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA

[SEAL]