

L95000000159

CESARANO & KAIN, P.A.

ATTORNEYS AT LAW

ONE BAYFRONT PLAZA - SUITE 1020

100 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-2021

MICHAEL C. CESARANO
FLORIDA BAR DESIGNATED
PATENTS, TRADEMARKS AND COPYRIGHTS
BOARD CERTIFIED CIVIL TRIAL SPECIALIST

ROBERT C. KAIN, JR.
FLORIDA BAR DESIGNATED
PATENTS, TRADEMARKS AND COPYRIGHTS

TELEPHONE
(305) 530-8100
(800) 848-0900
TELEFAX
(305) 530-8880

February 24, 1995

Secretary of State
Division of Corporations
Filing Department
409 East Gaines Street
Tallahassee, FL 32399

Re: New Filing/Cesarano, Kain & Van Der Wall, P.L.

To Whom It May Concern:

Enclosed please find Articles of Organization for Cesarano, Kain & Van Der Wall, P.L. and an accompanying Affidavit of Membership and capital contributions. Additionally, please find the Company's Certificate designating Robert C. Kain, Jr. as its initial Registered Agent. A check in the amount of \$337.50 has been enclosed to cover the costs of this filing as well as the return of a certified copy of the Articles of Organization.

Thank you for attention in this matter.

Sincerely,

CESARANO & KAIN, P.A.

Stephen M. Gaffigan

Stephen M. Gaffigan

SMG/vg

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***337.50 ***337.50

Stephen M. Gaffigan GAVE
AUTHORITY TO
PHONE TO
affidavit
DATE 3/1/95
DOC. EXAM. BK

B. REGISTER MAR 1 1995

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Organization of Cesarano, Kain and Van Der Wall,
a Professional Limited Liability Company**

We, the undersigned, acting as the organizers of a professional limited liability company pursuant to the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), certify the following Articles of Organization:

Article 1

The name of the professional limited liability company is Cesarano, Kain and Van Der Wall, P.L. ("Company").

Article 2 - Duration

The term of the Company's duration is perpetual.

Article 3 - Nature of Company Business and Powers

The general nature of the business to be transacted by this Professional Limited Liability Company shall be:

- A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that attorneys, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional services shall be rendered only through officers, employees, and agents of this Company who are duly licensed to practice law under the laws of the State of Florida.
- B. To conduct and transact any business authorized and not prohibited by law.

Article 4 - Initial Agent and Address

The street address and principle place of business of the Company's initial registered office and the name of its initial registered agent is:

Robert C. Kain, Jr.
First Union Financial Center
200 South Biscayne Blvd.
Suite 4600
Miami, Florida 33131

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TALLAHASSEE FLORIDA

Article 5 - Admission of Additional Members

Additional Members will be admitted only with the unanimous consent of all Members and upon such terms as our unanimously agreed to by all Members.

Article 6 - Continuity of Life

In the event of 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 Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the Company. In the event that the remaining Members fail to continue the business of the Company within such sixty (60) days, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

Article 7 - Management

The management of the Company is reserved to the Members of the Company. The names and addresses of the initial Members of the Company are as follows:

Cesarano & Kain, P.A., 200 South Biscayne Blvd., Suite 4600, Miami, FL 33131

Robert J. Van Der Wall, P.A., 200 South Biscayne Blvd., Suite 4600, Miami, FL 33131.

Article 8 - Internal Operations

The manner in which the company conducts its business and affairs, the duties, authorities, rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Dated this 24th day of February, 1995.

Robert J. Van Der Wall, P.A.

By: 

Robert J. Van Der Wall
Chief Executive Officer

Cesarano & Kain, P.A.

By: 

Robert C. Kain, Jr.
Chief Executive Officer

AFFIDAVIT

We the undersigned hereby declare that the Professional Limited Liability Company, Cesarano, Kain & Van Der Wall, P.L. (the "Company"), created by virtue of the filing of the Company's Articles of Organization, is made up of at least to two members:

1. Cesarano & Kain, P.A., 200 South Biscayne Boulevard, Suite 4600, Miami, FL 33131.
2. Robert Van Der Wall, P.A., 200 South Biscayne Blvd., Suite 4600, Miami, FL 33131.

Each of the above referenced Members and any future Members admitted pursuant to the terms of the Operating Agreement to be adopted by this Professional Limited Liability Company shall make a cash capital contribution in the sum of \$150. It is not anticipated that any of the Members will be required to make any additional cash or non-cash contributions.

Robert J. Van Der Wall, P.A.

Cesarano & Kain, P.A.

By: 

Robert J. Van Der Wall
Chief Executive Officer

By: 

Robert C. Kain, Jr.
Chief Executive Officer

The total contributions at this time are \$300.00.

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TALLAHASSEE FLORIDA

Certificate Designating Registered Agent and Office for Service of Process

Cesarano, Kain and Van Der Wall P.L., a Professional Limited Liability Company existing under the laws of the State of Florida with its principle office and mailing address at 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131, has named Robert C. Kain, Jr., whose address is 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131, as its agent to accept service of process within the State of Florida

Acceptance:

Having been named to accept service of process for the above named Professional Limited Liability Company, at the place designated in this Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to comply with all applicable provisions of law.


Robert C. Kain, Jr.

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95 FEB 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 APR 29 PM 12:32

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra H. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 230.75 Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company
DOCUMENT #L95000000159

CESARANO, KAIN AND VAN DER WALL, P.L.
200 S BISCAYNE BLVD
SUITE 4600
MIAMI FL 33131

1a. Principal Place of Business Address
200 S BISCAYNE BLVD
SUITE 4600
MIAMI FL 33131

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business SAME		2a. Mailing Address		3. Date Organized or Qualified 02/27/1995	3a. State of Formation FL
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 65-0621658	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State		City & State		5. Date of Last Report N A	6. Certificate of Status Desired <input type="checkbox"/> SA *S Additional Fee Required <input type="checkbox"/>
Zip	Country	Zip	Country		

7. Name and Address of Current Registered Agent

KAIN, ROBERT C JR
200 S BISCAYNE BLVD
SUITE 4600
MIAMI FL 33131

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

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FL

9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

Robert C. Kain Jr

DATE

4-24-96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	A CESARANO & KAIN, P.A.	200 S BISCAYNE BLVD, SUITE	MIAMI FL
MGRM	CE SARANO ROBERT J. VAN DER WALL	P.A. 200 S BISCAYNE BLVD, SUITE	MIAMI FL

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[Signature]

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

Cesarano & Kain - PA member 4-24-96 (305)
Vice operating manager, Pres Robert C. Kain Jr 358-6000

L 95000000/59
Robert C. Kain, P.A.

PATENT, TRADEMARK, COPYRIGHT
COMPUTER LAW
LICENSING
LITIGATION

780 SOUTHEAST THIRD AVENUE
SUITE 100
Fort Lauderdale, Florida 33316-1153
TEL (954) 788-0002
(800) 848-0900
FAX (954) 823-8886

MIAMI OFFICE
4001 N.W. 97TH AVENUE
MIAMI, FLORIDA 33178
(305) 530 9100

PLEASE REPLY TO:
FORT LAUDERDALE OFFICE

March 6, 1997

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

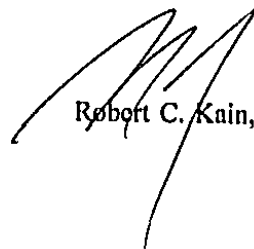
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*****87.50 *****87.50

Re: Cesarano, Kain and Van Der Wall P.L.
Doc. No. L95000000159
Our Ref: 6248-21

Dear Sirs:

Please accept and file the enclosed Notice of Resignation of Registered Agent. Enclosed please find a check (No.334) in the amount of \$87.50.

Sincerely,


Robert C. Kain, Jr.

RCK/rt
encl.

cc: Robert J. Van Der Wall w/encls.

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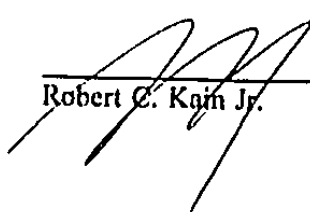
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTICE OF RESIGNATION OF
REGISTERED AGENT
FOR
CESARANO, KAIN and VAN DER WALL, P.L.

I, Robert C. Kain Jr., hereby give notice of my resignation as registered agent for CESARANO, KAIN and VAN DER WALL, P.L., effective 30 days after filing with the Secretary of State for the State of Florida pursuant to F.S. 608.416(3).

March 6, 1997
Date


Robert C. Kain Jr.

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TALLAHASSEE, FLORIDA