

L95000000324

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: 12550, L.C.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

05 APR 23 PM 2:03
 05 APR 23 PM 2:03

W95-8918
 C/S 4/28/95

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>(if enough money)</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

05 APR 23 PM 2:03
 05703795-01164-002
 ***337.50 ***337.50

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	<i>JW</i>	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

WALK-IN Will Pick Up 4-26

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: 12550, L.C.
Ref. Number: W95000008918

We have received your document for 12550, L.C. and check(s) totalling \$337.50. However, your check(s) and document are being returned for the following:

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.

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: 395A00019796

Corrected

ARTICLES OF ORGANIZATION
OF
12550, L.C.

FILED
55 APR 29 PM 2:02
TALLAHASSEE, FLORIDA

The undersigned Initial member of 12550, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of 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: 12550, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Harry Vorhand
P.O. Box 439, Brooklyn, N.Y. 11230

ARTICLE IV. STREET ADDRESS OF COMPANY

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

1111 Kane Concourse, Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Alan Sakowitz
1111 Kane Concourse Plaza, Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT TO 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, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the

Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager(s) is/are set forth below. This initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Initial Manager: Harry Vorhand
Address: P.O. Box 439, Brooklyn, New York 11230

Initial Manager: Milan Vorhand
Address: P.O. Box 439, Brooklyn, New York 11230

Initial Manager: Thomas Vorhand
Address: P.O. Box 439, Brooklyn, New York 11230

ARTICLE X. RETURN OF CAPITAL

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

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

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

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned Initial member has executed the foregoing Articles of Organization as of this 24 day of April, 1995.

INITIAL MEMBER

BY:

Harry Vorhard

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

FILED

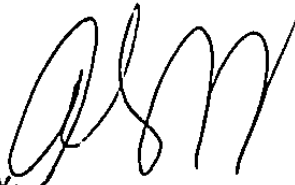
APR 29 PM 2:03

CLERK OF COURT
JACKSONVILLE, FLORIDA

The following is submitted pursuant to Sections 408.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of 12550, L.C. 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 it is familiar with, and accepts, the obligations of such position.

DATED: April 25, 1995


BY: _____
Alan Sakowitz

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of _____ a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

- 1. The Company has at least two members.
- 2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows: Harry Vorhand, Milan Vorhand and Thomas Vorhand.

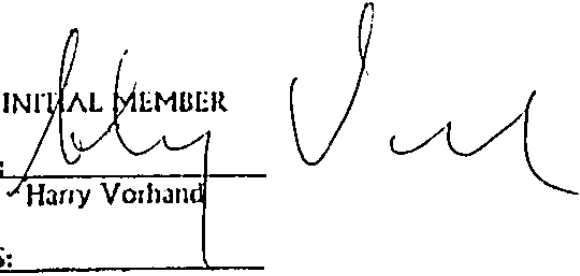
4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of the initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: April 24, 1995.

INITIAL MEMBER

BY: 
 Harry Vorhand

ITS: _____

FILED
95 APR 28 PM 2:02

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the Initial member of 12550, L.C., a Florida Limited Liability Company (the "Company"), who, upon being duly sworn, certifies the following:

1. This Limited Liability Company has at least three (3) members.
2. The total cash contributed is \$10.00.
3. The anticipated future contributions by the members is \$19,990.00
4. There is no property being contributed to the limited liability company.
5. It is anticipated that each of the Initial members will be responsible for equal share of the contributions.
6. The total amount contributed by all members is \$60,000.00

FURTHER AFFIANT SAYETH NOT.

UNDER penalties of perjury, the undersigned, as an officer or authorized representative of the Initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: April 27th 1995

HARRY VORHAND INITIAL MEMBER

BY: 
Alan Sakowitz, as Representative
for Initial Member

ITS: _____

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

L9500000324

FILED

96 FEB 12 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1995
DIVISION OF CORPORATIONS

FILING FEE \$ 238.75
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000324
12550, L.C.
% HARRY VORHAND
P.O. BOX 439
BROOKLYN NY 11230

1a. Principal Place of Business Address
1111 KANE CONCOURSE, SUITE 40
BAY HARBOR ISLAND FL 33154

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

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified: 04/28/1995
3a. State of Formation: FL

4. FET Number
 Applied For
 Not Applicable

5. Date of Last Report
6. Certificate of Status Desired
 All Other Addresses Are Required

7. Name and Address of Current Registered Agent
SAKOWITZ, ALAN
1111 KANE CONCOURSE, SUITE 401
BAY HARBOR ISLAND FL 33154

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
500001719475
-02/20/96--01098--019
Suite, Apt. #, etc. ****238.75 ****238.75
City
FL
Zip Code

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 _____ DATE _____
(Registered Agent Accepting Appointment) (Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	VORHAND, HARRY	P.O. BOX 439	BROOKLYN NY
MGR	VORHAND, MILAN	P.O. BOX 439	BROOKLYN NY
MGR	VORHAND, THOMAS	P.O. BOX 439	BROOKLYN NY

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 by attachment with an address.

SIGNATURE: *Harry Vorhand* HARRY VORHAND 2/1/96 718252-0987