

# L95000000418

CITRIN & BLINDERMAN, P.A.  
ATTORNEYS AT LAW

RICHARD I. BLINDERMAN  
CHARLES A. CITRIN

DIRECT LINE

February 23, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Banyan Licensing, L.C.  
Our File No. 181.04

5000001479925  
-05/09/95--01015--002  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Sir or Madam:

Enclosed are the original and one copy of the following:

1. Articles of Organization;
2. Affidavit of Membership and Contribution of Members; and
3. Certificate of Designation of Registered Agent.

Also, enclosed is a check in the amount of \$337.50 for the following:

Filing Fee	\$ 250.00
Certified copy of Articles	52.50
Registered Agent Designation	35.00
	<u>\$ 337.50</u>

Upon your receipt and filing of the documents, please send the undersigned the certified copy.

Sincerely,

  
RICHARD I. BLINDERMAN

RIB:sh

Enclosures

cc: Kathy W. Davis

banyan\license\sec-st.lc

INCORPORATE  
AFFIDAVIT

00678, 01127, 00671

695-9853

5/6/2

CITRIN & BLINDERMAN, P.A.  
ATTORNEYS AT LAW

RICHARD I. BLINDERMAN  
CHARLES A. CITRIN

DIRECT LINE

May 22, 1995

Mr. Kanut Khosla, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Letter Number 795A00023632  
Banyan Licensing, L.C.  
Our File No. 181.04

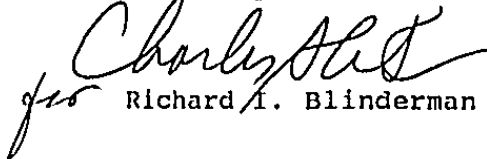
Dear Mr. Khosla:

Enclosed are the original and one copy of the following:

1. Articles of Organization;
2. Certificate of Designation of Registered Agent;
3. Affidavit of Membership and Contribution of Members which has been amended pursuant to our telephone conversation.

Please file these documents and send the certified copies to me. Also enclosed is a copy of your letter number 795A00023632.

Sincerely,

  
for Richard I. Blinderman

RIB\wmk

Enclosures

cc: Kathy W. Davis

BANYAN\LICENSE\STATELTR.516



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 10, 1995

RICHARD I. BLINDERMAN  
2 S. BISCAYNE BLVD., SUITE 3400  
MIAMI, FL 33131

SUBJECT: BANYAN LICENSING, L.C.  
Ref. Number: W95000009853

We have received your document for BANYAN LICENSING, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

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) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 795A00023632

ARTICLES OF ORGANIZATION  
OF  
BANYAN LICENSING, L.C.  
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I  
Name

The name of this Limited Liability Company shall be:  
Banyan Licensing, L.C. (the "Company")

ARTICLE II  
Duration

The Company shall exist for a period of 30 years from the date of filing these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members.

ARTICLE III  
Purpose

The Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Florida law.

ARTICLE IV  
Office, Registered Agent and Registered Office

The principal office of the Company shall be 800 East Broward Boulevard, Suite 710, Fort Lauderdale, Florida 33301, and such other place or places as the members from time to time may determine.

The initial registered agent of the Company shall be Richard I. Blinderman and the registered office shall be 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

ARTICLE V  
Capital Contribution

The initial amount of capital contributions which consists only of cash, is three thousand dollars (\$3,000.00), which will be contributed by the members.

**ARTICLE VI**  
**Management**

The Company will be managed by all members in accordance with their proportionate interest in the Company as provided in the Operating Agreement. The names and addresses of the members are:

E. Scott Davis	800 East Broward Blvd., Suite 710 Fort Lauderdale, Florida 33301
Kathy W. Davis	800 East Broward Blvd., Suite 710 Fort Lauderdale, Florida 33301

**ARTICLE VII**  
**Admission of Members**

Additional members may be admitted at such times and upon such terms and conditions as all members may unanimously agree and as provided in the Operating Agreement of the Company.

**ARTICLE VIII**  
**Operating Agreement**

The Operating Agreement of the Company shall be executed by each member of the Company and shall set forth provisions for the affairs of the Company and the conduct of its business to the extent such provisions are not in conflict with these Articles of Organization and applicable law.

**ARTICLE IX**  
**Continuation of Company**

The members will have the right to continue the Company on 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 (collectively, "Withdrawal"), as long as there are at least two remaining members, and such remaining members agree to continue the Company by unanimous written consent within 90 days after the withdrawal of a member, as set forth in the Operating Agreement of the Company.

**ARTICLE X**  
**Indemnification**

To the extent permitted by law, the Company will indemnify an individual made party to a proceeding because he or she is or was a member, manager, officer, organizer, employee or agent of the Company against liability incurred in the proceeding provided such individual acted in good faith, reasonably believed such action was not against the Company's best interest and reasonably believed such action was not unlawful.

IN WITNESS WHEREOF, THESE ARTICLES OF ORGANIZATION HAVE BEEN EXECUTED THIS 27 DAY OF FEBRUARY, 1995 BY THE UNDERSIGNED MEMBER.

Kathy W. Davis, Member

STATE OF FLORIDA )  
 ) SS  
COUNTY OF BROWARD)

Before me personally appeared Kathy W. Davis who is known to me to be the person who executed the foregoing articles of organization, who provided her Florida driver's licenses as proof of her identification and who did take an oath.

In witness whereof, I have hereunto set my hand and seal on this 28 day of February, 1995

Notary Public, State of Florida

My Commission Expires:



**MERRY SANON**  
MY COMMISSION EXPIRES  
August 6, 1996  
BONDED THROUGH  
ALAN INSURANCE SERVICES  
CC 220245

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Banyan Licensing, L.C.

2. The name and address of the registered agent and office is:

Richard I. Blinderman  
2 South Biscayne Boulevard  
Suite 3400  
Miami, Florida 33131

Banyan Licensing, L.C.

By: 

Kathy W. Davis, Member

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.

  
RICHARD I. BLINDERMAN

February 23, 1995  
Date

AFFIDAVIT OF  
MEMBERSHIP AND  
CONTRIBUTION OF MEMBERS  
OF  
BANYAN LICENSING, L.C.

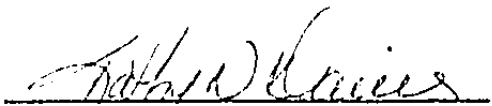
STATE OF FLORIDA )  
                          ) SS  
COUNTY OF BROWARD)

The undersigned member of Banyan Licensing, L.C., a Florida limited liability company (the "Company") deposes and states:

1. The Company has at least two members.
2. The total amount of cash contributed by members of the Company is as follows:

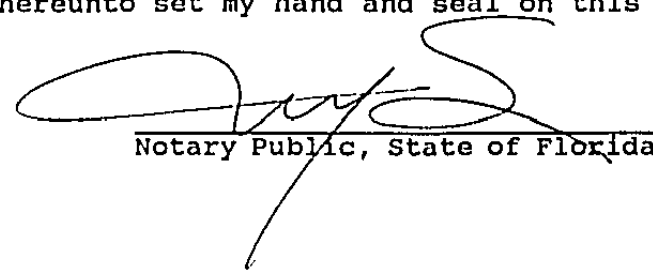
(a) E. Scott Davis	\$ 1,500.00
(b) Kathy W. Davis	\$ 1,500.00

3. The total contribution shall be \$3,000.00 and no other contributions are anticipated.

  
Kathy W. Davis, Member

Before me personally appeared Kathy W. Davis who produced her Florida Driver's License as proof of her identity and who took an oath.

In witness whereof, I have hereunto set my hand and seal on this 27 day of May, 1995.

  
Notary Public, State of Florida

My Commission Expires:




MERRY SANON  
MY COMMISSION EXPIRES  
August 6, 1996  
BONDED THROUGH  
ALAN INSURANCE SERVICES  
CC 220245



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

APPROVED

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State 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  BANYAN LICENSING, L.C. 800 EAST BROWARD BLVD., STE. 710 FT. LAUDERDALE FL 33301		DOCUMENT #L95000000418	
2. Principal Place of Business 800 E. Broward Blvd Suite, Apt. #, etc. # 710 City & State FT Lauderdale FL Zip 33301 Country USA		2a. Mailing Address 757 SE. 17th St Gwy Suite, Apt. #, etc. # 312 City & State FT Lauderdale FL Zip 33301 Country USA	
3. Date Organized or Qualified 06/02/1995		3a. State of Formation FL	
4. FET Number		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report FIELD REPORT		6. Certificate of Status Desired NO 7% Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent BLINDERMAN, RICHARD I 2 S. BISCAYNE BLVD., STE. 3400 MIAMI FL 33131		8. Name and Address of New Registered Agent Name Richard I. Blinderman Street Address (P.O. Box Number is Not Acceptable) 9109 Stirling Road Suite, Apt. #, etc. Floor 2 City FT Lauderdale FL Zip Code 33312	
9. Pursuant to the provisions of Sections 608 416 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 March 5, 1996			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	DAVIS, E. SCOTT	800 EAST BROWARD BLVD., ST	FT. LAUDERDALE FL
MGRM	DAVIS, KATHY W	800 EAST BROWARD BLVD., ST	FT. LAUDERDALE FL
			100001744221 -03/15/96--01024--014 ****238.75 ****238.75 SP 3/12/96
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: Kathy W. Davis KATHY W. DAVIS 3/1/96 305 1-25-4822			