

# L950000000619

## MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION  
900 INGRAHAM BUILDING  
25 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

(Phone #)

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++++675.00 +++++397.50

OFFICE USE ONLY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
85 AUG 10 PM 2:06

### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

Examiner's Initials

g 8/11/95

ARTICLES OF ORGANIZATION FOR  
MAITLAND CAPITAL, L.C.,  
a Florida Limited Liability Company

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DIVISION OF CORPORATIONS

95 AUG 10 PM 2:06

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 and entitled the Florida Limited Liability Company Act do hereby adopt the following of Articles of Organization for such company:

1. Name. The name of the Company shall be MAITLAND CAPITAL, L.C.
2. Duration/Continuation. The period of the Company's duration shall be 29 years from the date of filing of these Articles of Organization with the Florida Secretary of State unless terminated earlier by the unanimous written agreement of all members or by 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 unless the business of the Company is continued by the consent of all the remaining members or by an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.
3. Mailing Address. The mailing address of the limited liability Company is c/o of Del American Properties, Inc. at 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
4. Registered Agent and Office. The name and street address of the initial registered agent and office of this Company is Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
5. Admission of Additional Members and Terms and Conditions of Such Admissions. Additional members may be admitted upon the approval of the majority of the members of the Company, upon the written application of such new member in a manner set forth in bylaws of this Company.
6. Right to Continue Business. The remaining members may continue the business 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.
7. Management of the Company. The business of the Company shall initially be managed by Christopher DelGuidice; he shall serve as manager/president until the first annual meeting of the Members or until his successor is elected and qualified. Management of the Company is reserved to the Members. Christopher DelGuidice's address is 1101 North Lake Destiny, Suite 400, Maitland, Florida 32751.

8. Officers. The officers of this limited liability company are:

1. Christopher DelGuidice - president
2. Fred DelGuidice - assistant secretary/  
vice president
3. Salvador Leccese - vice president/  
secretary/treasurer
4. Jacqueline Coscia Leccese - vice president

9. Members. The Members of this limited liability company and their respective "Percentage Interest" are:

- a) FFA&C Limited Company ("FFA&C") (25%)
- b) MFFA&C Limited Company ("MFFA&C") (25%)
- c) Cambridge Maitland Associates, Ltd. (50%)  
("Cambridge")

10. Purposes of the Company. The Company is formed for the purposes of performing any and all business which is lawful under the laws of the State of Florida including, without limitation, the acquisition and management and eventual conveyance of real property. The limited liability Company shall have all the powers as set forth in Florida Statutes 608.404.

11. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consisting with Florida Statutes 608 and shall be prescribed by the Department of State and shall be signed and sworn to by all Members of the Company. In the event a new member is added by such amendment it shall also be signed by the member to be added.

12. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability Company should be vested in the Members. Regulations adopted by the Members may be repealed or altered, new regulations may be adopted by the Members and the Members may prescribe that any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

13. Transferability of Member's Interest. An interest of a member of this Company may be transferred or assigned to such extent and in a manner provided in the regulatory agreement. However, if all the remaining members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

14. Withdraw Reduction of Member's Contribution Capital. A Member shall not receive out of the Company property any part of his or her contribution to capital until:

(a) all liabilities to the Company have been paid or sufficient to the property of the Company remains to pay them.

(b) The consent of all Members is obtained.

(c) These Articles of Organization are cancelled or so amended as to set out the withdraw reduction.

A Member shall be entitled to a return of their contribution in a manner provided for in the regulations of the Company.

15. Capital. The capital of the Company shall initially be \$1,000.00 to be contributed fifty percent (50%) by Cambridge, twenty-five percent (25%) by FFA&C and twenty-five percent (25%) by MFFA&C.

IN WITNESS WHEREOF, the undersigned as incorporators have hereunto set their hands and seals on this 27 day of July, 1995.

MEMBERS:

FFA&C LIMITED COMPANY

By: Christopher DelGuidice

Christopher DelGuidice  
President & Manager

MFFA&C LIMITED COMPANY

By: Mildred DelGuidice

Mildred DelGuidice  
President & Manager

CAMBRIDGE MAITLAND ASSOCIATES,  
LTD.

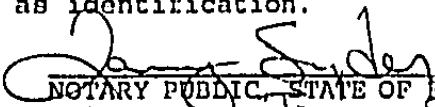
By: CAMBRIDGE MAITLAND, INC.

By: Jaqueline Coscia Leccese

Jaqueline Coscia Leccese  
President

STATE OF FLORIDA    )  
                          ): ss.  
COUNTY OF ORANGE    )

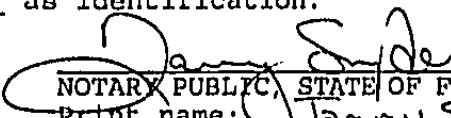
The foregoing instrument was acknowledged before me this 27 day of July, 1995 by CHRISTOPHER DELGUIDICE, as President and Manager of FFA&C LIMITED COMPANY, on behalf of said limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Tammy Snyder  
Commission No.: \_\_\_\_\_

My Commission expires:

STATE OF FLORIDA    )  
                          ): ss.  
COUNTY OF ORANGE    )

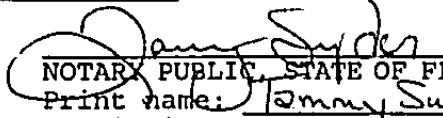
The foregoing instrument was acknowledged before me this 27 day of July, 1995 by MILDRED DELGUIDICE, as President and Manager of MFFA&C LIMITED COMPANY, on behalf of said limited liability company. She is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Tammy Snyder  
Commission No.: \_\_\_\_\_

My Commission expires:

STATE OF FLORIDA    )  
                          ): ss.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 27 day of July, 1995 by JACQUELINE COSCIA LECCESE as President of CAMBRIDGE MAITLAND, INC., the general partner of CAMBRIDGE MAITLAND ASSOCIATES, LTD., who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Tammy Snyder  
Commission No.: \_\_\_\_\_

My Commission expires:

G:\DELGUIDI\MAIT-CAP.ART

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

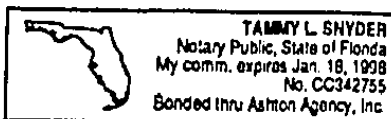
ACCEPTANCE OF REGISTERED AGENT 95 AUG 10 PM 2:06  
OF  
MAITLAND CAPITAL, L.C.


The undersigned, CHRISTOPHER DELGUIDICE, has been named as registered agent and agrees to accept service of process for MAITLAND CAPITAL, L.C., a Florida limited liability company. Christopher DelGuidice hereby accepts the appointment as registered agent and agrees to act in this capacity. Christopher DelGuidice further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
CHRISTOPHER DELGUIDICE

STATE OF FLORIDA    )  
                              ): ss.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 27  
day of July, 1995 by CHRISTOPHER DELGUIDICE, who is  
personally known to me or who has produced \_\_\_\_\_  
as identification.



  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Tammy Snyder  
Commission No.: \_\_\_\_\_

My Commission expires:

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DIVISION OF CORPORATIONS

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AFFIDAVIT

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF ORANGE    )

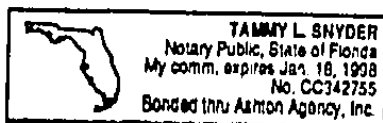
BEFORE ME, the undersigned authority, personally appeared  
CHRISTOPHER DELGUIDICE, who on oath states as follows:


1. That he is a member of Maitland Capital, L.C., a Florida  
limited liability company.
2. That Maitland Capital, L.C. has at least two (2) members.
3. That the amount of cash and description and agreed value  
of the property other than cash contributed by the members is  
\$1,000.

FURTHER AFFIANT SAYETH NAUGHT.

  
CHRISTOPHER DELGUIDICE

The foregoing instrument was acknowledged before me this 27  
day of July, 1995 by CHRISTOPHER DELGUIDICE, who is  
personally known to me or who has produced \_\_\_\_\_  
as identification.



  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Tammy Snyder  
Commission No.: \_\_\_\_\_

My Commission expires:

L95000000619

MURRAY WALF BIONDO & MORFITT  
ATTORNEYS AT LAW

GERALD J. BIONDO  
CRISTINA ECHARTÉ BROCHIN  
ANA MARIA ESCOBAR  
MANUEL ADRE  
LYNETTE ESEOGU MCQUINNERS  
M. CRISTINA MORENO  
RENE V. MURAI  
LESLIE SMITH  
GERALD B. WALD

800 INGRAHAM BUILDING  
28 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 355-5800  
FACSIMILE (305) 355-9490  
(305) 355-4842

December 26, 1995

WILLIAM E. DAVIS  
OF COUNSEL

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800001684210  
-12/29/95--01003--012  
\*\*\*\*\*105.00 \*\*\*\*\*52.50

RE: Maitland Capital, L.C.  
Orlando Capital, L.C.

Dear Sir/Madam:

Enclosed please find original plus one copy of Amendment to Articles of Organization for Maitland Capital, L.C. and original plus one copy of Amendment to Articles of Organization for Orlando Capital, L.C. We are also enclosing our check in the amount of \$105 representing the filing fee for each limited liability company. Kindly file these Amendments and return "filed" copies to us in the enclosed self-addressed, stamped envelope.

Sincerely,

*Gerald J. Biondo*  
Gerald J. Biondo

GJB:afd  
G:\DELGUIDI\SEC.LTR

Enclosures

FILED  
95 DEC 29 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
58



AMENDMENT TO ARTICLES OF ORGANIZATION

FILED  
95 DEC 29 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned constituting all the members of Maitland Capital, L.C., a Florida limited liability company, herein and hereby amend the Articles of Organization of Maitland Capital, L.C. as provided below. Maitland Capital, L.C. was organized pursuant to Articles of Organization filed on August 10, 1995 assigned document number L95000000619.

The amendment is to correct a scrivener's error in which it was indicated that one of the members of the limited liability company was FFA&C Limited Company ("FFA&C") which entity would own twenty-five percent (25%) of said limited liability company. In point and fact, FFA&C is a misnomer and included by scrivener's error. The correct name of the company is CFF&A Limited Company ("CFF&A"). Accordingly, wherever FFA&C Limited Company appears it should be changed to read CFF&A Limited Company.

WITNESS the hand and signature of the members.

Signed, sealed and delivered  
in the presence of:

CFF&A Limited Company

Fred DelGuidice

John L. Small

By:

Christopher DelGuidice  
Christopher DelGuidice  
President & Manager

Christopher DelGuidice

Fred DelGuidice

MFFA&C LIMITED COMPANY

By:

Mildred DelGuidice  
Mildred DelGuidice  
President & Manager

Christopher DelGuidice

Fred DelGuidice

CAMBRIDGE MAITLAND ASSOCIATES,  
I.T.D.

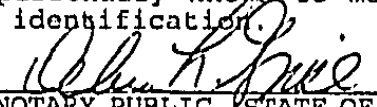
By: CAMBRIDGE MAITLAND, INC.

By:

Jacqueline Coscia Leccese  
Jacqueline Coscia Leccese  
President

STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December, 1995 by CHRISTOPHER DELGUIDICE, as President and Manager of CFF&A LIMITED COMPANY, on behalf of said limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Debra L. Grise  
Commission No.: CC 301243

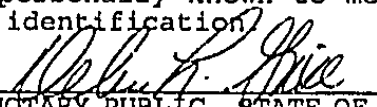
My Commission expires: 7/12/97

STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF ORANGE )



DEBRA L. GRISE  
My Comm Exp. 7/12/97  
Bonded By Service Ins  
No. CC301243  
I am personally known to me or has produced \_\_\_\_\_ as identification.

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December, 1995 by MILDRED DELGUIDICE, as President and Manager of MFFA&C LIMITED COMPANY, on behalf of said limited liability company. She is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Debra L. Grise  
Commission No.: CC 301243

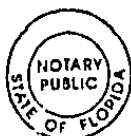
My Commission expires: 7/12/97

STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF ORANGE )

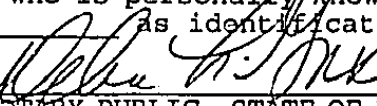


DEBRA L. GRISE  
My Comm Exp. 7/12/97  
Bonded By Service Ins  
No. CC301243  
I am personally known to me or has produced \_\_\_\_\_ as identification.

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December, 1995 by JACQUELINE COSCIA LECCESE as President of CAMBRIDGE MAITLAND, INC., the general partner of CAMBRIDGE MAITLAND ASSOCIATES, LTD., who is personally known to me or who has produced \_\_\_\_\_ as identification.



DEBRA L. GRISE  
My Comm Exp. 7/12/97  
Bonded By Service Ins  
No. CC301243  
I am personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Debra L. Grise  
Commission No.: CC 301243

My Commission expires:  
G:\DELGUIDI\MAITLAND.AMD


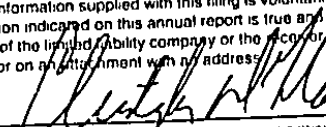
7/12/97

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

FILED

55 MAY -1 PM 3:57

STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b>  MAITLAND CAPITAL, L.C. C/O DEL AMERICAN PROPERTIES, INC. 1101 NORTH LAKE DESTINY DR. #400 MAITLAND FL 32751		<b>DOCUMENT # L95000000619</b>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>1a. Principal Place of Business Address</b>  C/O DEL AMERICAN PROPERTIES, 1101 NORTH LAKE DESTINY DR. # MAITLAND FL 32751	
<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>3. Date Organized or Qualified</b> 08/10/1995	
		<b>3a. State of Formation</b> FL	
		<b>4. FEI Number</b> 59-3328451	
		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		<b>5. Date of Last Report</b>	
		<b>6. Certificate of Status Desired</b> <input type="checkbox"/> Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  DELGUIDICE, CHRISTOPHER 1101 NORTH LAKE DESTINY DRIVE #400 MAITLAND FL 32751		<b>8. Name and Address of New Registered Agent</b>  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City Zip Code FL	
<b>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.</b>			
SIGNATURE _____ DATE _____ <small>(If the state Agent Accepting Appointment: (R01) Registered Agent signature required when recording)</small>			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	DELGUIDICE, CHRISTOPHE	1101 NORTH LAKE DESTINY DR	MAITLAND FL
800001834818 -05/22/96--01073--016 ****238.75 ****238.75			
<b>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 recorder 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.</b>			
<b>SIGNATURE:</b> 		as Manager	