

L95 000000 620

MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

900 INGRAHAM BUILDING

88 SOUTHEAST 2ND AVENUE

MIAMI, FLORIDA 33131

GERALD J. BIONDO
CRISTINA ECHARTS BROCHIN
WILLIAM E. DAVIS
ANA MARIA ESCOBEDO
MANUEL KADRE
LYNETTE EREKOLU McGUINNESS
M. CRISTINA MORENO
RENE V. MURAI
LESLIE SMITH
GERALD B. WALD

TELEPHONE (305) 355-5800
FACSIMILE (305) 355-9480

August 8, 1995

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

300001557558
-08/10/95--01054--002
***\$675.00 ***\$337.50

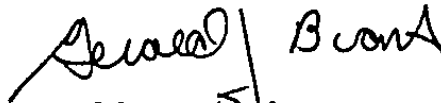
Re: Maitland Capital, L.C.
Orlando Capital, L.C.

Dear Sir/Madam:

Enclosed for filing are Articles of Organization for Maitland Capital, L.C. and Orlando Capital, L.C. Also enclosed is our check in the amount of \$675 representing your filing fee, certified copy fee and registered agent designation fee for each limited company.

Please forward to us a certified copy of the Articles of Organization of each limited company at your earliest convenience.

Sincerely,


Gerald J. Biondo

GJB:afd
G:\DELGUIDI\SEC-ST.LTR

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 10 PM 2:05

cf 8/11/95

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

95 AUG 10 PM 2:05

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 ORLANDO 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 Leccese Development Corporation, 1412 West Colonial Drive, Orlando, Florida 32804.
4. Registered Agent and Office. The name and street address of the initial registered agent and office of this Company is Salvador Leccese, 1412 West Colonial Drive, Orlando, Florida 32804.
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 Jacqueline Coscia Leccese who shall serve as manager/president until the first annual meeting of the Members or until her successor is elected and qualified. Management of the Company is reserved to the Members. Jacqueline Coscia's address is 1412 West Colonial Drive, Orlando, Florida 32804.

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

- | | | | |
|----|---------------------------|---|--|
| 1. | Christopher DelGuidice | - | vice president/
assistant secretary |
| 2. | Fred DelGuidice | - | vice president |
| 3. | Salvador Leccese | - | vice president/
secretary/treasurer |
| 4. | Jacqueline Coscia Leccese | - | 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.
("Cambridge") | (50%) |

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 ANTIGUA ASSOCIATES,
LTD.

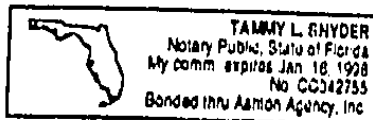
By: CAMBRIDGE ANTIGUA, INC.

By: Jacqueline Coscia Leccese

Jacqueline 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 the limited liability company. He is personally known to me or has produced _____ as identification.

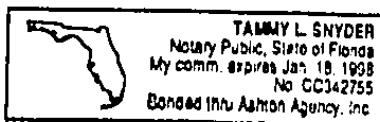


Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: _____

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.

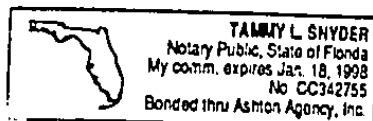


Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: _____

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 ANTIGUA, INC., the general partner of CAMBRIDGE ANTIGUA ASSOCIATES, LTD., who is personally known to me or who has produced _____ as identification.



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

My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

OF

ORLANDO CAPITAL, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 10 PM 2:06


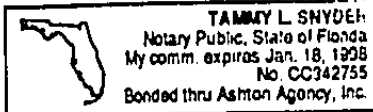
The undersigned, SALVADOR LECCESE, has been named as registered agent and agrees to accept service of process for ORLANDO CAPITAL, L.C., a Florida limited liability company. SALVADOR LECCESE hereby accepts the appointment as registered agent and agrees to act in this capacity. SALVADOR LECCESE further 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.



SALVADOR LECCESE

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

The foregoing instrument was acknowledged before me this 27 day of July, 1995 by SALVADOR LECCESE, 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:

C:\DELGUIDI\GENERAL\ORLANCAP.ART

95 AUG 10 PM 2:06

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

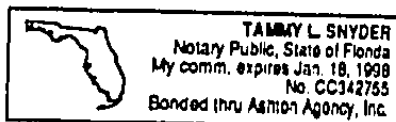
BEFORE ME, the undersigned authority, personally appeared
JACQUELINE COSCIA LECCESE, who on oath states as follows:

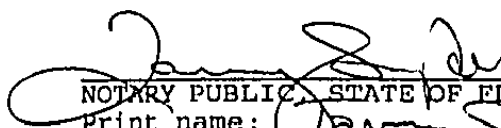
1. That she is a member of Orlando Capital, L.C., a Florida
limited liability company.
2. That Orlando Capital, L.C. has at least two (2) members.
3. That the amount of cash and description and agreed value
of the property other than cash contributed by the members is
\$1,000.

FURTHER AFFIANT SAYETH NAUGHT.


JACQUELINE COSCIA LECCESE

The foregoing instrument was acknowledged before me this 27
day of July, 1995 by JACQUELINE COSCIA LECCESE, 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:

L45000000620

MURAI WILD BIONDO & MORENO

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GERALD J. BIONDO
CRISTINA ECHARTÉ BROCHIN
ANA MARIA ESCOBEDO
MANUEL KADRE
LYNETTE EDEOGLU McGUINNESS
M. CRISTINA MORENO
RENÉ V. MURAI
LESLIE SMITH
GERALD B. WALD

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

TELEPHONE (305) 358-5900
FACSIMILE (305) 358-8400
(305) 358-4542

December 26, 1995

WILLIAM E. DAVIS
OF COUNSEL

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

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

300001673603
-12/29/95--01003--012
***105.00 ***105.00

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

FILED
95 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GJB:afd
0:\DELGUIDI\SEC.LTR

Enclosures

Amend
BP

AMENDMENT TO ARTICLES OF ORGANIZATION

FILED
95 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all the members of Orlando Capital, L.C., a Florida limited liability company, herein and hereby amend the Articles of Organization of Orlando Capital, L.C. as provided below. Orlando Capital, L.C. was organized pursuant to Articles of Organization filed on August 10, 1995 assigned document number L95000000620.

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

John E. Lorch
Fred DelGuidice

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 ANTIGUA ASSOCIATES,
LTD.

By: CAMBRIDGE ANTIGUA, INC.

By:

Jaqueline Coscia Leccese
Jaqueline Coscia Leccese
President

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

26th The foregoing instrument was acknowledged before me this December 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.

Debra L. Grise
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Debra L. Grise
Commission No.: CC301243

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 I am not I.D.

26th The foregoing instrument was acknowledged before me this December 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.

Debra L. Grise
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Debra L. Grise
Commission No.: CC301243

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 I am not I.D.

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

Debra L. Grise
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Debra L. Grise
Commission No.: CC301243

My Commission expires: 7/12/97

G:\DELGUIDICE\ORLANDO.AMD



DEBRA L. GRISE
My Comm Exp. 7/12/97
Bonded By Service Ins
No. CC301243
I am personally known I am not I.D.

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra H. Morham
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

DOCUMENT #L95000000620

1. Name and Mailing Address
of Limited Liability Company

ORLANDO CAPITAL, L.C.
C/O LECCESE DEVELOPMENT CORPORATION
1412 WEST COLONIAL DRIVE
ORLANDO FL 32804

1a. Principal Place of Business Address

C/O LECCESE DEVELOPMENT CORP
1412 WEST COLONIAL DRIVE
ORLANDO FL 32804

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
08/10/1995

3a. State of Formation
FL

4. FET Number

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
☒ Additional Fee Required ☐

8. Name and Address of New Registered Agent

7. Name and Address of Current Registered Agent

LECCESE, SALVADOR
1412 WEST COLONIAL DRIVE
ORLANDO FL 32804

Name

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

Suite, Apt. #, etc.

City

FL

Zip Code

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

DATE

SIGNATURE

(If Registered Agent Accepts Appointment) (If Not, Registered Agent Signature Required when Submitting)

10. Title

Managing Members/Managers

LECCESE, JACQUELINE C

1412 WEST COLONIAL DRIVE

City, State and Zip Code

ORLANDO FL

10000181414
-05/08/96--01101--016
****238.75 ****238.75

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: *Jacqueline C. Leccese*

Jacqueline C. Leccese
as Manager

Date

3/27/96 402-422-3050