

L9500000650

SPRADLEY AND TASSELL

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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JUPITER, FLORIDA 33477

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RELAY TO JUPITER

SCOTT W. SPRADLEY, P.A.
DAVID C. TASSELL, P.A.

400 EAST CENTRAL BOULEVARD
P.O. BOX 54577
ORLANDO, FLORIDA 32853-0577
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FILED
AUG 21 PM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 18, 1995

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-08/22/95--01033--004
****285.00 ****285.00

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

Re: Freitas-Revilla Gallery of Coral Gables, L.C.

Dear Sir or Madam:

I have enclosed an original and two copies of the Articles of Organization and Affidavit of Membership and Contribution for the above-referenced limited liability company along with a check for \$285.00 for the filing fee and the registered agent designation. Although the check submitted with the application is a starter check, it was drawn on the firm's trust account which was recently opened.

Please return a stamped copy of the Articles of Organization and Affidavit of Membership and Contribution in the self-addressed, stamped envelope provided. Thank you.

Should you have any questions, please contact me immediately.

Very truly yours,

David C. Tassell

David C. Tassell

DCT/csm
cc: Nair Revilla

M6X4

8/23/95
TVB

ARTICLES OF ORGANIZATION OF
FREITES-REVILLA GALLERY
OF CORAL GABLES, L.C.

FILED
25 AUG 21 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the limited liability company is Freites-Revilla Gallery of Coral Gables, L.C. ("Company").

ARTICLE II

Address

The mailing and street address of the Company's principal office is 3200 Ponce deLeon Boulevard, Coral Gables, Florida 33134.

ARTICLE III

Duration

The period of duration for the Company is perpetual beginning on the date the Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is David C. Tassell, Esquire. The address of Company's registered office in Florida is 725 N. AlA, Suite C-109, Jupiter, Florida 33477.

ARTICLE V

Management

The Company is to be managed by the member(s) identified herein. The managing member is identified as follows:

Nair Revilla
3200 Ponce deLeon Boulevard
Coral Gables, Florida 33134

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right to continue the business on the death, retirement or resignation, expulsion, bankruptcy, insanity, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII

Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 15 day of August, 1995.


Nair Revilla

FILED
95 AUG 21 AM 8:06
SECRETARY STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
FREITES-REVILLA GALLERY OF CORAL GABLES,

The undersigned member or authorized representative of a member of Freitas-Revilla Gallery of Coral Gables, L.C. deposes and says:

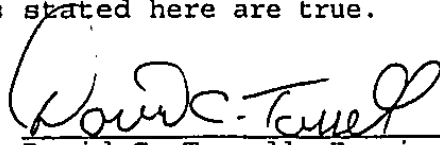
1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members as of formation is approximately \$1,000.00 but it is anticipated that the members will contribute \$50,000.00 (\$25,000.00 each).

3. No property other than cash has been contributed by members as of formation; however, it is anticipated the value of property other than cash contributed by the members will be \$10,000.00. A description of the property is attached and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by members is \$60,000.00. This total includes amounts from 2 and 3 above.

In accordance with Section 608.408(3) Florida Statutes the execution of this affidavit constitutes and affirmation under penalties of perjury that the facts stated here are true.



David C. Tassell, Esquire
Authorized Representative

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of August, 1995, by David C. Tassell as authorized

representative of Freitas-Revilla Gallery of Coral Gables, L.C. He
is personally known to me or has produced
_____ as identification.



NADINE HINGLIS
My Commission CC400864
Expires May. 08, 1999
Bonded by NFNU
R00-224-8368

Notary Public Nadine Hinglis

Commission No. _____

Expiration Date: _____


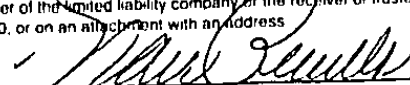
DESCRIPTION OF PROPERTY

The property anticipated to be contributed by the Members will be office furniture and office equipment.

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

APPROVED
AND
FILED

95 APR 22 10:53
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

| | | | |
|--|---------------------------|---|--|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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 FREITAS-REVILLA GALLERY OF CORAL GABLES, L. .C. 3200 PONCE DELEON BLVD. CORAL GABLES FL 33134 | | DOCUMENT #L95000000650 | |
| 2. Principal Place of Business | | 1a. Principal Place of Business Address 3200 PONCE DELEON BLVD. CORAL GABLES FL 33134 | |
| 2a. Mailing Address | | 3. Date Organized or Qualified 08/21/1995 | |
| 3. Date Organized or Qualified | | 3a. State of Formation FL | |
| 4. FET Number 65-0616260 | | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 5. Date of Last Report | | 6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required | |
| 7. Name and Address of Current Registered Agent TASSELL, DAVID C ESQ. 725 NO. A1A STE C-109 JUPITER FL 33477 | | 8. Name and Address of New Registered Agent 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 608.506, 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) (If Not, Registered Agent will state required when reinstated) | | | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGRM | REVILLA, NAIR | 3200 PONCE DELEON BLVD. | CORAL GABLES FL. STUBBINS TALLAHASSEE 04/24/96 10:00-001 ***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:  March 15/96 305-569-0649 cc | | | |