

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

9500000767

**CSC networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

*Patricia P...*

AUTHORIZATION :

COST LIMIT : \$ 285<sup>50</sup>

ORDER DATE :

*10-5*

ORDER TIME :

*10 AM*

800001000658

ORDER NO. :

CUSTOMER NO:

CUSTOMER:

RECEIVED  
95 OCT 12 1995

*Rutter, Feenstern & Zaretski*

DOMESTIC FILING

NAME: *Venetia Law Center, L.C.*

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *MSD*

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 OCT -5 AM 9 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~195 19947~~

T. BROWN OCT 12 1995

~~1124~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 5, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: VENETIA LAW CENTER, L.C.  
Ref. Number: W95000019847

We have received your document for VENETIA LAW CENTER, L.C. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is 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.

The Articles should be headed Articles of Organization.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 995A00045226

**ARTICLES OF ASSOCIATION**  
**OF**  
**VENETIA LAW CENTER, L.C.**

FILED  
95 OCT -5 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Association, a natural person competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the company shall be:

VENETIA LAW CENTER, L.C.

The principal place of business of this company shall be at 555 N.E. 15TH STREET, SUITE 100, MIAMI, FL 33132.

**ARTICLE II. NATURE OF BUSINESS**

This company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, constructing, rehabilitate and owning.

**ARTICLE III. TERM OF EXISTENCE**

The duration of the company shall be 29 years, or a lesser time if so desired by a majority of its members.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the company shall be 555 N.E. 15TH STREET - SUITE 100, and the name of the initial registered agent of the company at that address is LOUIS D. ZARETSKY.

**ARTICLE V. INITIAL CONTRIBUTIONS**

This company shall have an initial contribution to capital of \$25,000.00 in cash.

**ARTICLE VI. ADDITIONAL CONTRIBUTIONS**

All members may be required to make additional contributions if, the managers of the company find that the company requires additional capital in which to operate the company or to preserve its assets.

**ARTICLE VII. MANAGERS**

This company shall have two (2) managers. The name and street address of the initial manager(s) who shall hold office for the first year of the company, or until their successors are elected or appointed is (are):

JOHN A. RITTER - 555 N.E. 15TH STREET - SUITE 100, MIAMI FL 33132

LOUIS D. ZARETSKY-555 NE 15 STREET - SUITE 100, MIAMI FL 33132

Said manager(s) shall operate the company on a day to day basis, and are granted all powers under Chapter 608, Florida Statutes (1991), as amended.

**ARTICLE VIII. ADMISSION OF NEW MEMBERS**

New members may be admitted only on written approval of each and every member of the company (unanimous consent).

**ARTICLE IX. MEMBERS**

JOHN A. RITTER  
555 NE 15TH STREET, STE 100  
Miami, FL 33132

LOUIS D. ZARETSKY  
555 NE 15TH STREET, STE 100  
Miami, FL 33132

**ARTICLE X. RIGHT OF CONTINUANCE**

The members are hereby granted the right to continue the operation of the company in the event that one or more of its members dies, retires, resigns, is expelled, becomes bankrupt, the dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the company.

**ARTICLE XI. POWERS**

The managers are hereby granted all powers consistent with Chapter 608, Florida Statutes, as amended. In addition, they are granted all powers that would be given to a president of a corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of September, 1995.

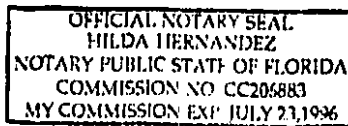
By: 

LOUIS D. ZARETSKY

STATE OF FLORIDA )

COUNTY OF DALLAS

The following \_\_\_\_\_ was acknowledged before me this 29TH day of September 1995, by LOUIS D. ZARETSKY, who produced \_\_\_\_\_ as identification or are personally known to me and who did/did not take an oath.



Notary Public

State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS

WITHIN THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

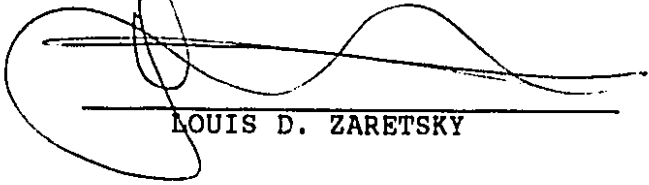
In pursuance of Chapter 48,091, Chapter 608.415 and Chapter 608.416, Florida Statutes, the following is submitted, in compliance with said Act:

VENETIA LAW CENTER, L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Association, at City of Miami, County of Dade, State of Florida, has named LOUIS D. ZARETSKY located at 555 N.E. 15TH STREET - SUITE 100, MAIMI, FL 33132 as its agent to accept service of process within this State.

Manager - LOUIS D. ZARETSKY

**ACKNOWLEDGEMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



\_\_\_\_\_

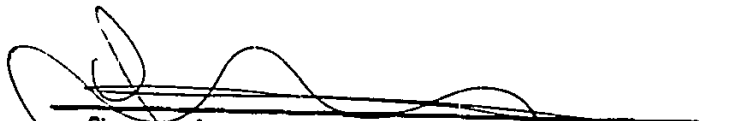
LOUIS D. ZARETSKY

FILED  
95 OCT -5 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

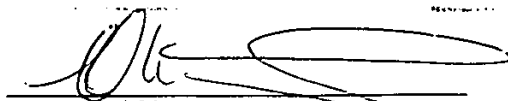
The undersigned member or authorized representative of a member of VENETIA LAW CENTER, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 25,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 25,000.00 . This total includes amounts from 2 and 3 above.

  
 \_\_\_\_\_  
 Signature of a member or authorized representative of a member.  
 (In accordance with section 608.408(3), Florida Statute, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Florida  
County of Dade

Sworn to and subscribed before me on this 10th day of October, 1995 by Louis Zaretsky who is personally known to me and who did not take an oath.

  
 \_\_\_\_\_  
 Notary Public

OFFICIAL-NOTARY-SEAL  
 HILDA HERNANDEZ  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO CC206883  
 MY COMMISSION EXP. JULY 23, 1996

Filing Fee: \$ 52.50 for Affidavit



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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996  
 FLORIDA DEPARTMENT OF STATE  
 Secretary of State  
 DIVISION OF CORPORATIONS

**L9500000767**

**FILED**

96 MAR 12 AM 11:00

SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

**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 #L9500000767**  
 VENETIA LAW CENTER, L.C.  
 555 N.E. 15TH STREET  
 SUITE 100  
 MIAMI FL 33132

1a. Principal Place of Business Address  
 555 N.E. 15TH STREET  
 SUITE 100  
 MIAMI FL 33132

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/05/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/>

65-0613325

7. Name and Address of Current Registered Agent  
 ZARETSKY, LOUIS D  
 555 N.E. 15TH STREET  
 SUITE 100  
 MIAMI FL 33132

8. Name and Address of New Registered Agent  
 Name  
 Street Address (P.O. Box Number is Not Acceptable)  
 Suite, Apt. #, etc.  
 City  
 800001744318  
 -03/15/95--01032--00F  
 \*\*\*238.75 \*\*\*238.75

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 \_\_\_\_\_  
 (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	RITTER, JOHN A	555 N.E. 15TH STREET, SUIT	MIAMI FL
MGRM	ZARETSKY, LOUIS D	555 N.E. 15TH STREET, SUIT	MIAMI FL

3/14/96 au

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:** John A. Ritter 3/6/96  
 JARR  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER  
 D.L.C. Daytime Phone #

L95000000767

RITTER, RITTER & ZARETSKY  
555 N.E. 15 St., Suite 100  
Miami, Florida 33132

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ (Corporation Name) (Document #)
- 2. \_\_\_\_\_ (Corporation Name) (Document #) **100001915421**  
-08/07/96--01060--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50
- 3. \_\_\_\_\_ (Corporation Name) (Document #)
- 4. \_\_\_\_\_ (Corporation Name) (Document #)

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

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 AUG -7 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
St 18/13

Examiner's Initials	
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**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

VENETIA LAW CENTER, L.C.

(Present Name)

(A Florida Limited Liability Company)

**FIRST:** The date of filing of the articles of organization was October 5, 1995

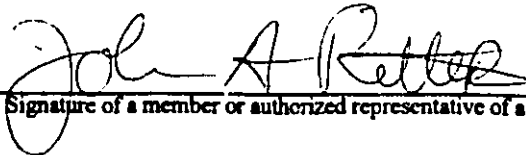
**SECOND:** The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article I: The name of the Limited Liability Company is changed to:

VENETIA CENTER, L.C.

FILED  
95 AUG - 7 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated July 31, 19 96.

  
Signature of a member or authorized representative of a member

John A. Ritter

Typed or printed name of person signing