

LAW OFFICES
LAWRENCE H. ROGOVIN
PROFESSIONAL ASSOCIATION
17071 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33160

LAWRENCE H. ROGOVIN*
* ALSO MEMBER OF THE NEW YORK BAR

October 17, 1995

TELEPHONE

DADE: (305) 945-1851

BROWARD: (305) 920-9793

TELECOPIER: (305) 944-7549

L95000000806
Florida Secretary of State
Division of Corporations
P.O. Box 6200
Tallahassee, FL 32314

3000001616453
-10/20/95--01068--001
***\$337.50 ***\$337.50

RE: HSD INVESTMENTS, L.C. (Articles of Organization)
Our File No. 9570

Gentlemen:

We enclose original and a copy of Articles of Organization of HSD Investments, L.C.
for filing with your division.

We also enclose our trust account check payable to the Secretary of State in the
amount of \$337.50 in payment of the following: \$250 to file the Articles and Affidavit; \$35
for designation of the Registered Agent; and \$52.50 for a certified copy.

Please return to us a certified copy of the Articles upon filing.

Very truly yours,


LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

FILED
95 OCT 30 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 24 1995 BSB

FILED
95 OCT 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HSD INVESTMENTS, L.C.

The undersigned, desiring to form a limited liability company pursuant to Chapter 608,
Florida Statutes, state:

ARTICLE I - NAME

The name of this limited liability company shall be: ***HSD INVESTMENTS, L.C.***

ARTICLE II - DURATION

The duration of the limited liability company shall commence upon the filing of these
Articles of Organization with the Florida Department of State and the issuance of the certificate of
organization, and shall terminate thirty (30) years from the date of such certificate.

ARTICLE III - PURPOSE

It is the purpose of the limited liability company to engage in any activity or business
permitted under the laws of the United States and of the State of Florida, including but not limited
to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise
dealing in or with real or personal property, or interests in real or personal property, wherever
situated.

ARTICLE IV - ADDRESS

The address of the place of business of the limited liability company in the State of Florida is 20103 NE 19th Place, Miami, FL 33179 and the name and address of its initial Registered Agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, North Miami Beach, FL 33179.

ARTICLE V - CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows:

Cash in the amount of \$1,000.00

ARTICLE VI - ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon such terms and conditions as they may determine.

ARTICLE VIII - CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on 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 in the limited liability company.

ARTICLE IX - MANAGEMENT


Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

- (1) Sheila and Dan Kleiman, husband and wife, as tenants by the entireties, 20103 NE 19th Place, Miami, FL 33179 (who shall have one [1] vote among them); and
- (2) Hannah Alper, 859 Jeffrey Street, Apt#615, Boca Raton, FL 33484.

ARTICLE X - INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of this 12 day of October, 1995.


Sheila Kleiman


Dan Kleiman


Hannah Alper


STATE OF FLORIDA)

) ss:

COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 12 day of October, 1995 by DAN KLEIMAN and SHEILA KLEIMAN, his wife. They are personally known to me or have produced DRIVER LICENSE as identification and did not take an oath.
(Type of ID)

WITNESS my hand and official seal in the State and County last aforesaid this 12 day of October, 1995.


NOTARY PUBLIC-State of Florida

My commission expires:

STATE OF FLORIDA)

) ss:

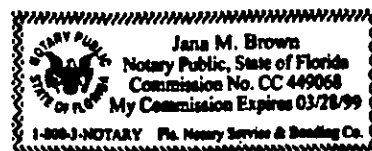
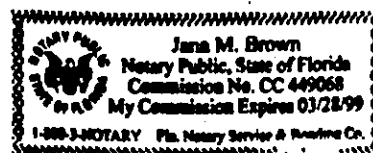
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 12 day of October, 1995 by HANNAH ALPER. She is personally known to me or has produced DRIVER LICENSE as identification and did not take an oath.
(Type of ID)

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of October, 1995.


NOTARY PUBLIC-State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Lawrence H. Rogovin, Esquire

Dated: October 13, 1995

FILED
95 OCT 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTORS
OF
HSD INVESTMENTS, L.C.

STATE OF FLORIDA)
 Broward) ss:
 COUNTY OF ~~DADE~~)

DAN KLEIMAN, SHEILA KLEIMAN and HANNAH ALPER, being severally duly sworn,
 depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. No property other than cash shall be contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00.

HSD INVESTMENTS, L.C.

By: *Sheila Kleiman*
 Sheila Kleiman

By: *Dan Kleiman*
 Dan Kleiman

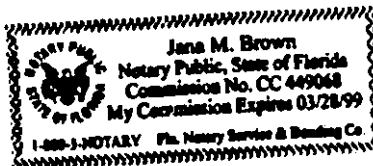
By: *Hannah Alper*
 Hannah Alper

The foregoing instrument was severally acknowledged before me this 12 day of October, 1995 by DAN KLEIMAN, SHEILA KLEIMAN, his wife and HANNAH ALPER. They are each personally known to me and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 12 day of October, 1995.

Janet M. Brown
 NOTARY PUBLIC-State of Florida

My commission expires:



2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

APPROVED
AND
FILED

96 JUL -5 AM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE \$263.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

DOCUMENT #L95000000806

1. Name and Mailing Address
of Limited Liability Company

HSD INVESTMENTS, L.C.
20103 NE 19TH PL
MIAMI FL 33179

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business

Suite, Apt. #, etc.

City & State

Zip

Country

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

Country

1a. Principal Place of Business Address

20103 NE 19TH PL
MIAMI FL 33179

3. Date Organized or Qualified

10/20/1995

3a. State of Formation

FL

4. FEI Number

65-0626053

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐

8. Name and Address of New Registered Agent

Name

ALAN TRASS

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

8181 WEST BROWARD BLVD

Suite, Apt. #, etc.

#350

Zip Code

PLANTATION

FL

33324

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

6/4/96

SIGNATURE

Alan Trass

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)

City, State and Zip Code

10. Title

Managing Members/Managers

Business Street Address

MEM

KLEIMAN, SHEILA

20103 NE 19TH PL

MIAMI FL

MEM

ALPER, HANNAH

859 JEFFREY ST APT 615

BOCA RATON FL

000001891160
-07/11/96--01061--003
***263.75 ***263.75

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:

SHEILA KLEIMAN
HANNAH ALPER
DAN KLEIMAN

Date

Daytime Phone #