

795000000871

LOUIS STINSON, JR., P.A.
ATTORNEY AT LAW
SUITE 305 • RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571
FACSIMILE (305) 667-0206

November 1, 1995

ENCLOSURE 305 667 7571
-11/03/95--01020--002
***337.50 ***337.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BUSINESS CENTER OF NORTH
AMERICA, L.C.**

Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization for Business Center of North America, L.C., for filing, together with our firm check in the amount of \$337.50 representing the required filing fee of \$285.00 and certified copy fee of \$52.50.

We would appreciate your returning the certified copy of the Articles of Organization to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Louis Stinson, Jr.

LSJr:cs
Enclosures

750, 1127, 127
W95-21940

D. BROWN NOV 13 1995

LOUIS STINSON, JR., P.A.
ATTORNEY AT LAW
SUITE 305 - RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571
FACSIMILE (305) 667-0206

November 9, 1995

Ms. Doris Brown
Document Specialist
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BUSINESS CENTER OF NORTH
AMERICA, L.C.**

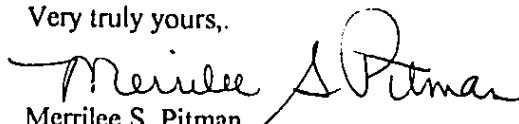
Dear Ms. Brown:

Pursuant to your letter dated November 3, 1995, a copy of which is attached hereto, enclosed find requested Affidavit. Also enclosed is the original and copy of the Articles of Organization for the above referenced limited liability company.

If possible, please use the November 3, 1995 date as the filing date for said Articles.

Thank you for your assistance

Very truly yours,


Merrilee S. Pitman
Legal Assistant

/msp
Enclosures
Business\SecofSt2.ltr



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1995

LOUIS STINSON, JR., ESQ.
RIVIERA PROF. BUILDING, STE. 305
4675 PONCE DE LEON BLVD.
CORAL GABLES, FL 33146

SUBJECT: BUSINESS CENTER OF NORTH AMERICA, L.C.
Ref. Number: W95000021940

We have received your document for BUSINESS CENTER OF NORTH AMERICA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

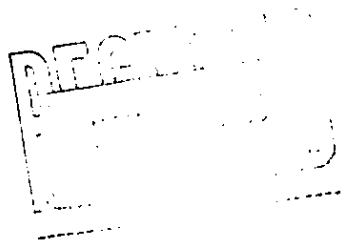
An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 395A00049318



**ARTICLES OF ORGANIZATION
OF
BUSINESS CENTER OF NORTH AMERICA, L.C.**

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

**ARTICLE I
NAME**

The name of this Limited Liability Company is:

BUSINESS CENTER OF NORTH AMERICA, L.C.

**ARTICLE II
DURATION - DISSOLUTION**

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2025; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

**ARTICLE III
PURPOSE**

The purpose and business of the Company shall be to conduct and engage in any activity permitted under the laws of the State of Florida.

**ARTICLE IV
ADDRESS OF OFFICE AND AGENT**

4.1 Place of Business. The initial business address of the Company is: 3350 N.W. Boca Raton Boulevard, Suite B-14, Boca Raton, Florida 33431 or such other place or places as the Members may designate from time to time.

4.2 Registered Agent. The initial Registered Agent of the Company is: Louis Stinson, Jr., 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

ARTICLE V

MEMBERSHIP

5.1 Election. Membership shall be limited to a maximum of thirty-five (35) members. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other times and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI

CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be One Thousand (\$1,000) Dollars or property not exceeding One Thousand (\$1,000) Dollars contributed by the initial Members.

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by the Members according to their participation or as may otherwise be agreed among them but in no event shall the capital of this Company exceed One Hundred Thousand (\$100,000) Dollars.

ARTICLE VII

DISTRIBUTIONS

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, or as may be agreed in the Regulations of the Company.

ARTICLE VIII

ASSETS

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

ARTICLE IX

MANAGEMENT

9.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Manager of the Company shall be Louis Stinson, Jr., Esq., 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

9.3 Vote. Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations of the Company. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

ARTICLE X **REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

ARTICLE XI **AMENDMENT**

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

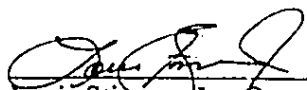
Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall be signed by the Member to be added. As a condition of

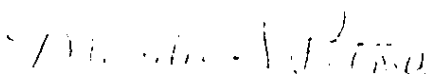
membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XII NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

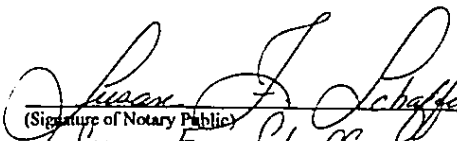
IN WITNESS WHEREOF the undersigned, as Organizers hereby execute these Articles of Organization this 1st day of November, 1995.

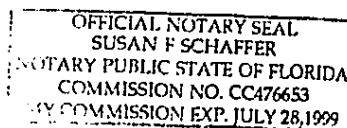

Louis Stinson, Jr., Organizer


Merrilee S. Pitman, Organizer

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of November, 1995, by LOUIS STINSON, JR., who is personally known to me or has produced _____ as identification and who did not take an oath.

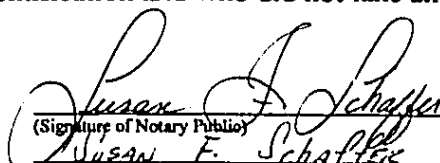

(Signature of Notary Public)
Susan F. Schaffer
(Printed Name of Notary Public)
Notary Public State of Florida



My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of November, 1995, by MERRILEE S. PITMAN, who is personally known to me or has produced _____ as identification and who did not take an oath.


(Signature of Notary Public)
Susan F. Schaffer
(Printed Name of Notary Public)

Notary Public State of Florida
My Commission Expires:

OFFICIAL NOTARY SEAL SUSAN F SCHAFFER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC476653 MY COMMISSION EXP. JULY 28, 1999

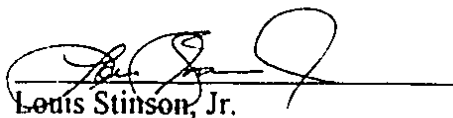
AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

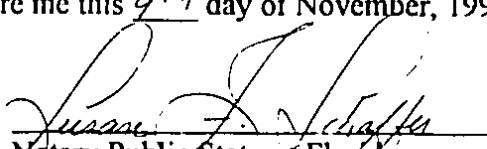
BEFORE ME the undersigned authority personally appeared, LOUIS STINSON, JR., one of the Organizers of BUSINESS CENTER OF NORTH AMERICA, L.C., a Florida limited liability company, who after first being duly sworn deposes and says:

1. The Company has at least two members.
2. The actual amount of cash contribution is \$1,000.00.
3. There is no other property contributed.
4. The total amount t to be contributed by the members is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.


Louis Stinson, Jr.

SWORN TO and subscribed before me this 9th day of November, 1995.



Notary Public State of Florida
My Commission Expires:

OFFICIAL NOTARY SEAL SUSAN F SCHAFFER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC476653 MY COMMISSION EXP. JULY 28, 1999

BUSINESS CENTER OF NORTH AMERICA, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated BUSINESS CENTER OF NORTH AMERICA, L.C. at the place designated in this Certificate, the undersigned, Louis Stinson, Jr. does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: November 1st, 1995.



Louis Stinson, Jr.
Registered Agent

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

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
ANNUAL REPORT		SECRETARY OF STATE	
1996		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 DOCUMENT #L95000000871 BUSINESS CENTER OF NORTH AMERICA, L.C. 3350 N.W. BOCA RATON BOULEVARD SUITE B-14 BOCA RATON FL 33431		6 FEB 26 AM 9:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a		1a. Principal Place of Business Address 3350 N.W. BOCA RATON BOULEVARD SUITE B-14 BOCA RATON FL 33431 <i>or 2/27</i>	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	11/13/1995	FL
City & State	City & State	4. FEI Number 65-6625922	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Report	6. Certificate of Status Desired <input type="checkbox"/> Short Annual Report Required
7. Name and Address of Current Registered Agent STINSON, LOUIS JR. 4675 PONCE DE LEON BOULEVARD SUITE 305 CORAL GABLES FL 33146		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 700001727647 -02/29/96--01021--021 City ***FL*** Zip Code 33135 ****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 reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	STINSON, JR., LOUIS E	4675 PONCE DE LEON BLVD.,	CORAL GABLES FL
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: <i>[Signature]</i>		2-8-96 467-347-7750	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Dwelling Phone #	