

L 95000000 880

LAW OFFICES
KLEINFELD & SPIVACK

SUNBANK INTERNATIONAL CENTER SUITE 1940

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE (305) 892-1000

FACSIMILE (305) 358-6541

PLEASE REPLY TO
MIAMI OFFICE

LONDON

LEGONFIELD HOUSE

7TH FLOOR, CURSON STREET

LONDON, ENGLAND W1Y 7FU

TELEPHONE 071 499 0090

FACSIMILE 071 409 2304

GENEVA

ICC BUILDING

20 ROUTE DE PRE BOIS

P. O. BOX 524

1215 GENEVA 15 AIRPORT

TELEPHONE 4122 798 9059

FACSIMILE 4122 798 9439

November 10, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

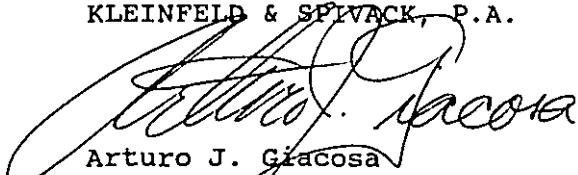
100001635901
-11/14/95--01102--003
****285.00 ****285.00

Re: Limited Liability Company Filing

Dear Sir or Madam,

Following please find the Articles of Organization and Affidavit for MERICLE FAMILY ENTERPRISES, L.C. A check in the amount of \$285 made payable to the Department of State has been enclosed. Please file and return the documents to KLEINFELD & SPIVACK, P.A., 1 S.E. 3rd Ave., Suite 1940, Miami, FL 33131 (305-892-1000).

Sincerely,
KLEINFELD & SPIVACK, P.A.


Arturo J. Giacosa

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95 NOV 14 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Organization

of

MERICLE FAMILY ENTERPRISES, L.C.

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ARTICLES OF ORGANIZATION
OF
MERICLE FAMILY ENTERPRISES, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Limited Liability Company
(FS Section 608.401)

The undersigned, hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida pursuant to Fla. Stat. 608.401 entitled the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We do hereby adopt the following Articles of Organization as the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be **MERICLE FAMILY ENTERPRISES, L.C.**, referred to in these Articles of Organization as the "Company." The Company's principal place of business shall be in the City of Tempa, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II
DURATION

The period of this Company's duration shall be not more than 30 years, unless terminated 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, as specified in this Company's internal regulations, 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 amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III PURPOSES AND POWERS

The nature of the business or businesses to be transacted and which this Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the Company, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the States of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on, pursuant to the provisions of the Articles of Organization; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the Company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a Company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 dollars in cash or property shall be contributed to the Company by its Members. Additional contributions shall not be required to be made by the Members of the Company. A Member shall not receive out of the Company property any part of his, her or its contribution to capital until:

- (a) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
- (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded;
- (c) these Articles of Organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his, her or its contribution in the manner provided for in the internal regulations of the Company.

**ARTICLE V
PROFITS AND LOSSES**

In the absence of a unanimous agreement, all profits shall be distributed annually prior to the close of the fiscal year.

All losses that occur in the operation of the Company business shall be paid out of the capital and profits of the Company. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Members, unless otherwise provided herein.

**ARTICLE VI
LIMITED LIABILITY COMPANY POWERS**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the Members of this Company according to company internal regulations. This article may be amended from time to time in the internal regulations of this Company by a unanimous vote of the Members of the Company.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this Company shall be located at:

P.O. BOX 998736
MIAMI, FL 33299-8736

**ARTICLE VIII
MANAGEMENT**

This limited liability company will be initially managed by the persons stated below until the first meeting of the members when successors are elected and qualify according to the Operating Agreement entered into between the members. The Manager (or Managers) shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager(s) shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Operating Agreement entered into between the Members.

The name and address of the Member is as follows:

Name	Address
GREGORY R. MERICLE	2720 N.E. 48th Court, Lighthouse Point, Florida.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is as follows:
One Southeast Third Avenue, Suite 1940, Miami, Florida 33131, and the name of its initial registered agent is KLEINFELD & SPIVACK, P.A.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Additional Members may be admitted upon the approval of all of the Members of the Company, upon the written application of such new Member, in the manner set forth in the internal regulations of this Company. Upon death, retirement, resignation, expulsion, assignment for the benefit of creditors, bankruptcy, or dissolution of Members, or the occurrence of any other event that terminates the continued Membership of a Member in the Company as specified in the internal regulations of this Company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.

Transferability or assignment of a Member's interest must be in accord with the internal regulations of this Company. However, if all of the remaining Members of this 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 this company or to become a 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 the transferor otherwise would be entitled.

ARTICLE XI AMENDMENT OF INTERNAL REGULATIONS

The power to adopt, alter, amend, or repeal the internal regulations of this Company shall be vested in the Members of the Company.

Informal action by Members may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Members who would be entitled to vote on such action at a meeting and is filed with the Company as part of its records.

ARTICLE XII 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 consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all the Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE XIII FEDERAL TAXATION

Anything to the contrary notwithstanding, it is the intention of the Members of this Company that the Company shall be organized in a manner calculated to cause it to be taxed, for Federal purposes, under Subchapter K of the Internal Revenue Code of 1986, as amended from time to time, pursuant to Revenue Procedure 95-10.

EXECUTION

The undersigned, being the organizers of this Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **MERICLE FAMILY ENTERPRISES, L.C.**

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, for the purposes of forming this Company under the laws of the State of Florida, we, the undersigned, constituting the organizers, have executed these Articles of Organization this 5 day of OCT, 1995.



GREGORY R. MERICLE, Member

The State of Florida }
 } ss:
County of Dade }

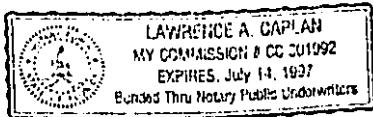
I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared **GREGORY R. MERICLE**, known to me or who produced _____ as identification and proved to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 5th day of ~~October~~ October 1995.

My Commission expires on _____, 19__.

[Seal]





CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

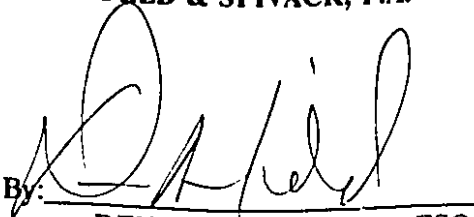
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED Company SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **MERICLE FAMILY ENTERPRISES, L.C.**
2. The name and address of the registered agent and office is:

KLEINFELD & SPIVACK, P.A.
1 Southeast 3rd Avenue, Suite 1940
Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned professional association, through its authorized officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned professional association, through its authorized officer, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and that it is familiar with and accepts the obligations of its position as registered agent.

KLEINFELD & SPIVACK, P.A.

By: 

DENIS A. KLEINFELD, ESQ., authorized officer

Date: 5 Oct 1995

FILED
95 NOV 14 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **MERICLE FAMILY ENTERPRISES, L.C.** deposes and says:

- 1) The above named limited liability company has at least two (2) members;
- 2) the total amount of cash contributed by the members is \$1,000.00; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$1,000.00.

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



GREGORY R. MERICLE, Member

FILED
95 NOV 14 AM 9:53
TALLAHASSEE FLORIDA
STATE
SHERIFF

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

APPROVED
AND
FILED

1996 APR -8 AM 9:10

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. 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
--------------------------------	---

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L95000000880

MERICLE FAMILY ENTERPRISES, L.C.
P.O. BOX 998736
MIAMI FL 33299-8736

1a. Principal Place of Business Address

P.O. BOX 998736
MIAMI FL 33299

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

3. Date Organized or Qualified 11/14/1995	3a. State of Formation FL
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$2.75 Additional Fee Required

7. Name and Address of Current Registered Agent

KLEINFELD & SPIVACK, P.A.
1 SE 3RD ST SUITE 1940
MIAMI FL 33131

8. Name and Address of New Registered Agent

Name _____
Street Address (P.O. Box Number is Not Acceptable) _____
Suite, Apt #, etc _____
City _____ Zip Code _____
FL

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) (9/75) (Registered Agent's signature required after re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MERICLE, GREGORY R	2720 NE 48TH COURT 1261 BAY HARBOR DR 6-101	LIGHTHOUSE POINT FL - PALM HARBOR, FL 34695 7000001 7001 11 -04/15/96-01/02-95 ****2000****

Handwritten: 250
4/11/96

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: *Gregory R Mericle* 4/3/96 8B-771-1708