

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1 Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
 NOV 29 AM 10:18

W95-23280

AL NOV 29 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN  
 Will Pick Up 1128 1200

RE. Edward Limited  
Company

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing	700001652167	
	12/04/95--01032--001	
<input type="checkbox"/> Corporate Kit	****337.50	****337.50
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

November 28, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: EDWARD LIMITED COMPANY  
Ref. Number: W95000023280

*Corrected*

We have received your document for EDWARD LIMITED COMPANY and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 395A00051986

RECEIVED  
NOV 29 1995  
CORPORATIONS DIVISION

## ARTICLES OF ORGANIZATION

## FOR

EDWARD D. LIMITED COMPANY

A Florida Limited Liability Company

STATE  
RECORDS  
SEARCHED INDEXED  
SERIALIZED FILED  
OCT 22 1983  
FBI - MIAMI

The undersigned, desiring to form a Limited Liability Company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

**Name.** The name of this Company shall be EDWARD D. LIMITED COMPANY

1. **Duration/Continuation.** The period of this Company's duration shall be not more than thirty (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 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.

2. **Purposes.** The purposes for which this Company is being formed are the following:

(a) To engage in any activities or business permitted for this Company under the laws in the State of Florida.

3. **Registered Agent and Office.** The name and address of the initial registered agent and office for this Company is as follows: Registered agent is **RAE FRANKS**, 700 North Olive Avenue, West Palm Beach, Florida 33401.

D. &amp;

4. **Principal Office.** The principal office shall be c/o Wilshire International Realty, Co., 155 Worth Avenue, Suite 9, Palm Beach, Florida 33480, and such other places as the members from time to time may determine.

5. **Contributions to Capital.**

(a) The total amount of cash or property contributed to the Company by its members shall be as follows: Twenty Thousand and 00/100 Dollars (\$20,000.00).

(b) The members have not agreed to make additional contributions at this time.

6. **Admission of Additional Members; and Terms and Conditions of Such Admissions.** Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the Regulations of this Company.

7. **Management of Company.** The business of the Company shall be managed by: A manager (or managers) who shall be elected annually by the members of the Company in the manner prescribed by and provided in the Regulations 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 of such manager(s).

The name and address of the manager is as follows:

HERBERT DURACH

Unit 27-G, Trump Plaza  
West Palm Beach, FL 33401

Such manager shall serve in such capacity until the first annual meeting of the members or until their successors are elected and qualify.

8. **Termination of Existence.** The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the

Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

9. **Amendment of Regulations.** The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the members of the Company.

10. **Incorporators.** The names and addresses of the Incorporators executing these Articles of Organization, who are the sole members of the Company, are as follows:

HERBERT DURACH

Unit 27-G, Trump Plaza  
West Palm Beach, FL 33401

PETRA DURACH

Unit 27-G, Trump Plaza  
West Palm Beach, FL 33401

11. **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 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.

12. **Informal Action of Members.** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Company as part of its records).

13. **Contracting Debt.** Except otherwise provided by Law, no debts shall be contracted nor liability incurred by or on behalf of this Company except by the manager(s) or if managed by the members, by any members of this Company, unless otherwise provided herein.

14. **Transferability of Member's Interest.** An interest of a member of this Company may only be transferred or assigned upon unanimous consent of all the members. 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 that member otherwise would be entitled.

15. **Withdrawal or Reduction of Member's Contributions to Capital.**

(a) A member shall not receive out of the Company property any part of his or its contribution to capital until:

1. 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,

2. The consent of all members is had, unless the return of the contributions to the capital may be rightfully demanded,

3. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

16. **Profit and Loss.** Profit and Loss shall be in proportion to a member's contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawal of the members.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 14 day of November, 1995.

Herbert Durach

Herbert Durach, Incorporator and Manager

Petra Durach

Petra Durach, Incorporator

STATE OF FLORIDA                   )  
  )ss:  
COUNTY OF PALM BEACH        )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by HERBERT DURACH, this 14 day of November, 1995.

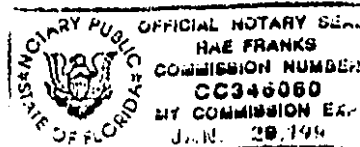
My Commission Expires:

Rae Franks

Notary Public State of Florida                   [SEAL]  
Print name: RAE FRANKS

☐ Personally known or ☒ produced identification  
Type of Identification Produced:

Florida D.L. for both



①. 8.

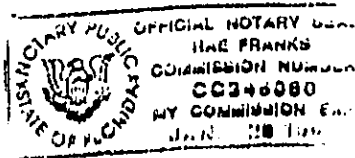
STATE OF FLORIDA                    )  
  )ss:  
COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by **PETRA DURACH**, this 14<sup>th</sup> day of November, 1995.

My Commission Expires: \_\_\_\_\_

*Patricia Frank*  
Notary Public State of Florida                    [SEAL]  
Print name: PAT. FRANK

☐ Personally known or ☒ produced identification  
Type of Identification Produced: FLA D.L.



*(Handwritten mark)*



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

STATE  
AT 0113  
SEP 29 11:10:18

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Limited Liability Company is:

EDWARD D. LIMITED COMPANY

1. The name and address of the registered agent and office is:

RAE FRANKS  
700 North Olive Avenue  
West Palm Beach, FL 33401

Herbert Durach  
Herbert Durach, Incorporator

Petra Durach  
Petra Durach, Incorporator

Date: 11/14/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED ABOVE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Rae Franks  
Rae Franks

Date: 11/14/95

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized representative of a member of **EDWARD<sup>D</sup> LIMITED COMPANY** 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 \$20,000.00 (Twenty Thousand Dollars).

3. if any, the agreed value of property other than cash contributed by member(s) is  
— 0 — Dollars.

4. the total amount of cash or property anticipated to be contributed by member(s) is \$20,000. Added amounts not known- This total includes amounts from 2 and 3 above.

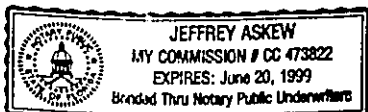
  
**STANLEY FRANKS**  
Authorized Representative

SWORN TO AND SUBSCRIBED  
before me this 22 day of  
November, 1995.

  
NOTARY PUBLIC

Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

☒ Personally known or \_\_\_\_\_ produced  
identification  
Type of Identification Produced: \_\_\_\_\_



POWER OF ATTORNEY

Know All Men by These Presents, that **EDWARD<sup>D</sup> LIMITED COMPANY**, a limited liability company duly organized under the laws of the State of Florida, and having its principal place of business in the Town of Palm Beach, State of Florida, does hereby make, constitute and appoint **STANLEY FRANKS** of Palm Beach, Florida, its true and lawful attorney, for it, and in its name, place and stead to act for it in all matters wherein the Company would be required to act relating to signing contracts, accepting bonds, bringing or defending lawsuits, making banking deposits and withdrawals, and all other matters relating to the erection, construction, sale, purchase and/or exchange of certain real estate located in Palm Beach County, Florida.

This authority includes, but is not limited to, the power to bargain, purchase and sell for such price and on such terms as to him shall seem satisfactory, and in the Company's name to make, execute, acknowledge and deliver sufficient deeds and contracts to accomplish the same. Further the Company gives and grants its attorney full power and authority to do and perform all and every act requisite, necessary and proper to be done in the premises, as fully to all intents and purposes as it might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that its attorney, or his substitute, shall lawfully do, or cause to be done by virtue hereof.

The rights, powers and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on the date set forth below, and such rights, powers and authority shall remain in full force and effect until the Company shall record in the Public Records of Palm Beach County, Florida written notice that this instrument is no longer in effect.

IN WITNESS WHEREOF, the **EDWARD LIMITED COMPANY** has caused its name to be subscribed hereto by its manager, duly authorized, on this 14<sup>th</sup> day of November, 1995.

*Marla Skitsky*  
MARLA SKITSKY

**EDWARD<sup>D</sup> LIMITED COMPANY**

By: *Herbert Durach*  
Herbert Durach, its Manager

*Peter Mahler*  
PETER MAHLER

STATE OF FLORIDA       )  
                                  )ss:  
COUNTY OF PALM BEACH   )

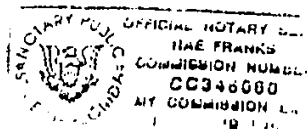
The foregoing instrument was acknowledged before me by **HERBERT DURACH**, Manager of **EDWARD<sup>D</sup> LIMITED COMPANY**, a Florida Limited Liability Company, on behalf of the company; this 14<sup>th</sup> day of November, 1995.

My Commission Expires:

*Jan F. Franks*  
Notary Public State of Florida [SEAL]

Printname: Jan F. Franks

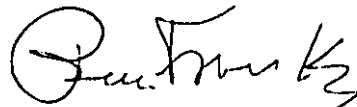
☐ Personally Known or ☒ produced identification  
Type of Identification Produced: Fla D.L.



**ATTESTATION**

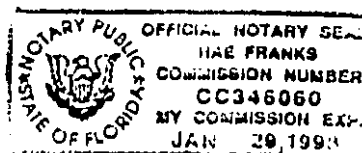
STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 22nd day of November, 1995, I, RAE FRANKS, a Florida notary public, attest that the preceding or attached document consisting of one (one) page is a true, exact, complete and unaltered photocopy made by me of a Power of Attorney, presented to me by the document's custodian, STANLEY FRANKS, and to the best of my knowledge and belief, that the photocopied document is neither a public record nor a publicly recorded document, of which certified copies are available from an official source other than a notary public.



PRINTED NAME OF NOTARY PUBLIC  
STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

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

**DOCUMENT #L95000000911**

EDWARD D. LIMITED COMPANY  
% WILSHIRE INTERNATIONAL REALTY  
155 WORTH AVE., SUITE 9  
PALM BEACH FL 33480

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

Zip

Country

7. Name and Address of Current Registered Agent

FRANKS, RAE  
700 NORTH OLIVE AVE.  
WEST PALM BEACH FL 33401

1a. Principal Place of Business Address

% WILSHIRE INTERNATIONAL REAL  
155 WORTH AVE., SUITE 9  
PALM BEACH FL 33480

3. Date Organized or Qualified

11/29/1995

3a. State of Formation

FL

4. FEI Number

65-0630536

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Active ☐ Inactive ☐ Revoked

8. Name and Address of New Registered Agent

Name

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

Suite, Apt. #, etc.

City

100001719861

-02/21/98 Code 01002-008

\*FL 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

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR

DURACH, HERBERT

UNIT 27-G TRUMP PLAZA

WEST PALM BEACH 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:**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

STANLEY FRANKS

POA

2/8/96 407-835-8001

Date

Daytime Phone