

L9500000916

SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE SUITE 319 ATRIUM  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

95 NOV 27 AM 10:29

STATE  
TALLAHASSEE, FLORIDA  
BOCA RATON (407) 241-0300  
BROWARD COUNTY (305) 421-0878  
TELECOPIER (407) 241-0798

MICHAEL A. SCHROEDER  
W. LAWRENCE LARCHE  
ALAN PELLINGRA

\* FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES LAWYER

November 21, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

800001647498  
-11/28/95--01095--002  
\*\*\*285.00 \*\*\*285.00

RE: Articles of Organization for the Limited  
Liability Company Multi Visions L.C.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Organization of Multi Visions L.C. along with the Acceptance of Registered Agent. Also enclosed is an Affidavit which has been executed by Affiant as a member of the Company.

We also enclose herewith our check in the amount of \$285.00 to cover the filing fees as follows:

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$ 250.00    |
| Registered Agent Fee | <u>35.00</u> |
|                      | \$285.00     |

Please return a stamped copy of the Articles of Organization to this office in the enclosed, self-addressed, stamped envelope. Thank you.

*Alan Pellingra* GAVE

Very truly yours,

*Alan Pellingra*  
ALAN PELLINGRA

AUTHORIZATION BY PHONE TO  
RECT aff. affidavit  
TO ADD TOTAL \$ 35,000

AP/bb  
Enclosure

cc: Ms. Sandra Peplinski  
(by mail, with enclosures)

S:\7\CLIENTS\PEPLINSK\SECSTAT.LTR 1213-01

NOV 30 1995

ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
MULTI VISIONS L.C.

FILED  
95 NOV 27 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended, (the "Act"), hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles").

ARTICLE I

Name

The name of this Company shall be:

MULTI VISIONS L.C.

ARTICLE II

Commencement and Duration

This Company shall commence at the date and time when these Articles are filed, in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

#### ARTICLE IV

##### Place of Business

The principal place of business of this Company shall be 2655 N.W. 29th Street, Boca Raton, Florida 33434, and such other place or places as may be designated by the members from time to time and the mailing address shall be 2655 N.W. 29th Street, Boca Raton, Florida 33434 or such other place as may be designated by the members from time to time.

#### ARTICLE V

##### Registered Agent and Office

The initial registered agent for this Company shall be Alan Pellingra, and the address of the Registered Agent for service of process shall be Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7313.

#### ARTICLE VI

##### Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Fifteen Thousand and 00/100 Dollars (\$15,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

#### ARTICLE VII

##### Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

## ARTICLE VIII

### Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

## ARTICLE IX

### Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

| <u>Name</u>         | <u>Address</u>                                |
|---------------------|---|
| Sandra Peplinski    | 2655 N.W. 29th Street<br>Boca Raton, FL 33434 |
| Hansruedi Peplinski | 2655 N.W. 29th Street<br>Boca Raton, FL 33434 |

## ARTICLE X

### Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

## ARTICLE XI

### Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company

That the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

MULTI VISIONS L.C., a Florida limited liability company

By: \_\_\_\_\_,  
\_\_\_\_\_, as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyances on documents for title to real or personal property.

#### ARTICLE XII

##### Amendments

These Article of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

#### ARTICLE XIII

##### Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all members.

#### ARTICLE XIV

##### Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Voting

All members of the Company shall be entitled to vote on matters relating to the Company and each member's vote shall be determined in proportion to the members' relative capital accounts; however, if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE XVI

Indemnification

Each member shall be indemnified by the Company in accordance with Section 608.4363 of the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed this 20 day of November, 1995.

  
\_\_\_\_\_  
SANDRA PEPLINSKI, a Member

AFFIDAVIT

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Sandra Peplinski, who being duly sworn, deposes and says:

1. Affiant is a member of Multi Visions L.C., a Florida Limited Liability Company (the "Company").

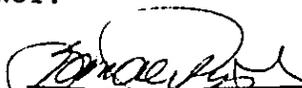
2. The Company has two (2) members, the names and addresses of which are set forth in the Articles of Organization.

3. The initial capital of the Company consists of the sum of cash of \$15,000.00. There is not other property which has been contributed by the members.

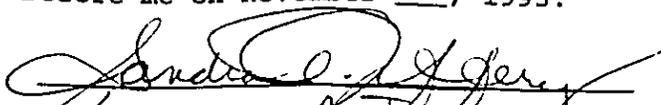
4. It is anticipated that the members will be required to contribute additional capital to the Company of approximately \$20,000.00. The total is \$35,000.00.

5. This Affidavit is given in accordance with Section 608.407(2) of the Florida Limited Liability Company Act.

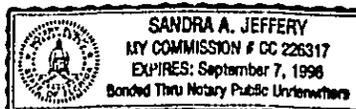
FURTHER AFFIANT SAYETH NOT.

  
SANDRA PEPLINSKI

Sworn and Subscribed to before me on November 20, 1995.

  
SANDRA A. JEFFERY  
Print, Type or Stamp Name of Notary  
Public-State of \_\_\_\_\_

My Commission Expires:  
My Commission Number:  
My Notary Seal:



Personally known   *S*   or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT

FILED

95 NOV 27 AM 10:30

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further acknowledge and agree that I am familiar with, and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 17, 1995

  
ALAN PELLINGRA

S:\7\CLIENTS\PEPLINSK\ART.INC 1213-01

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

APPROVED

95 JUN 11 AM 5:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|  |   |   |
|--|---|---|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1996 |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

|                                |  |
|--------------------------------|--|
| <b>FILING FEE</b><br>\$ 263.75 | Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE<br>Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b> |
|--------------------------------|--|

**DOCUMENT #** L95000000916

**1 Name and Mailing Address of Limited Liability Company**

MULTI VISIONS L.C.  
2655 NW 29TH ST  
BOCA RATON FL 33434

**1a. Principal Place of Business Address**

2655 NW 29TH ST  
BOCA RATON FL 33434

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

|                                      |                            |
|--------------------------------------|----------------------------|
| <b>2 Principal Place of Business</b> | <b>2a. Mailing Address</b> |
| Suite, Apt. #, etc                   | Suite, Apt. #, etc         |
| City & State                         | City & State               |
| Zip                                  | Country                    |

|                                       |   |
|---------------------------------------|---|
| <b>3. Date Organized or Qualified</b> | <b>3a. State of Formation</b>   |
| 11/27/1995                            | FL  |
| <b>4. FEI Number</b>                  | <input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable |
| 59-3349290                            |   |
| <b>5. Date of Last Report</b>         | <b>6. Certificate of Status Desired</b>   |
|                                       | <input checked="" type="checkbox"/> \$8.75 Additional Fee Required              |

**7. Name and Address of Current Registered Agent**

PELLINGRA, ALAN  
1 BOCA PLACE, SUITE 319-A  
2255 GLADES RD  
BOCA RATON FL 33431

**8. Name and Address of New Registered Agent**

Name

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

Suite, Apt. #, etc. 300001373315  
-06/25/96--01002--007

City Zip Code \*\*\*272-50 \*\*\*272-50  
**FL**

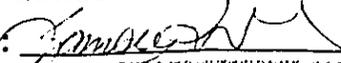
9 Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MEM       | PEPLINSKI, SANDRA         | 2655 NW 29TH ST         | BOCA RATON FL            |
| MEM       | PEPLINSKI, HANSRUEDI      | 2655 NW 29TH ST         | BOCA RATON FL            |

ad.  
6-13-96

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:**  **6/13/96 407-852-2981**

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