

L 96 0000000060

**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 \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

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

RE: Direct Enterprises, Inc.

L.C.

96 JAN 15 PM 2:17

S.C.C. FEE, T. OF DISBURSED  
TALLAHASSEE, FLORIDA

☒ Capital Express™  
☐ Art. of Inc. Filing  
☐ Corp. Record Search  
☐ Ltd. Partnership Filing  
☒ Foreign Corp. Filing  
☐ ( ) Cert. Copy(s)

☐ Art. of Amend. Filing  
☐ Dissolution/Withdrawal  
☐ C U S  
☐ Fictitious Name Filing

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 Filing  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies

☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS \_\_\_\_\_

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

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME 12:00 CK No. \_\_\_\_\_

BY RC

WALK-IN  
Will Pick Up 1/16 12:00

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

**ARTICLES OF ORGANIZATION**

**OF**

**DIRECT ENTERPRISES, L.C.**

**a Florida Limited Liability Company**

**FILED**

96 JAN 16 PM 2:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the Limited Liability Company shall be DIRECT ENTERPRISES, L.C. (hereinafter referred to as the "Company").

**SECOND:** The mailing address and street address of the principal office of the Limited Liability Company is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

**THIRD:** The duration of the Company's existence shall be THIRTY (30) years from the date of filing of the Articles of Organization.

**FOURTH:** The purposes for which the Company is organized are operation of an import/export business as well as any and all other lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

**FIFTH:** The Company shall be managed by its Managers and the names and addresses of such Managers are Magdi B. Hanna, M.D., whose address is 4888 Wood Pointe Way, Sarasota, Florida 34233 and Roblyn S. Hanna, whose address is 4888 Wood Pointe Way, Sarasota, Florida 34233.

**SIXTH:** Company shall be initially authorized and empowered to issue one class of Membership Unit.

**SEVENTH:** The total amount of initial cash contributed to the Company shall be ONE THOUSAND DOLLARS (\$1,000.00). There are no obligations for members to make additional contributions to the Company.

**EIGHTH:** By majority vote, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

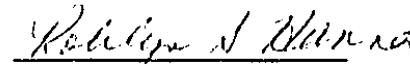
**NINTH:** In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business thereof.

**TENTH:** Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.

**ELEVENTH:** Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

**TWELFTH:** We hereby form the Company and agree to serve as initial Managers thereof.

  
MAGDI B. HANNA, M.D.


  
ROBLYN S. HANNA

**THIRTEENTH:** Pursuant to the provisions of Section 608.415, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith  
1605 Main Street  
Suite 1001  
Sarasota, Florida 34236

**FOURTEENTH:** To the Managers of DIRECT ENTERPRISES, L.C.

Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, 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 am familiar with and accept the obligations of my position as Registered Agent.


  
STANLEY A. GOLDSMITH  
1605 Main Street  
Suite 1001  
Sarasota, Florida 34236

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Members or authorized representatives of Members of DIRECT ENTERPRISES, L.C. depose and say:

1. The above-named Limited Liability Company has at least TWO (2) members.
2. The total amount of initial cash to be contributed by the Members is ONE THOUSAND DOLLARS (\$1,000.00). There is no obligation of Members to contribute additional cash to the Company.
3. There is no property other than cash contributed by Members.
4. The total amount of cash or property anticipated to be contributed by Members is ONE THOUSAND DOLLARS (\$1,000.00). This includes amounts from (2) and (3) above. There is no obligation for Members to make additional contributions.

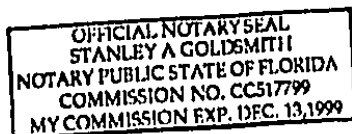
  
MAGDI B. HANNA, M.D.

  
ROBLYN S. HANNA

STATE OF FLORIDA )

COUNTY OF SARASOTA ) ss:

The foregoing Articles of Organization and Affidavit of Membership and Contributions of DIRECT ENTERPRISES, L.C., a Florida Limited Liability Company, were acknowledged before me this 12 day of January, 1996 by MAGDI B. HANNA, M.D. as Initial Member of DIRECT ENTERPRISES, L.C. and the Articles of Organization were acknowledged before me by MAGDI B. HANNA, M.D. as an Initial Manager of DIRECT ENTERPRISES, L.C. He is personally known to me or has produced FL A. License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Stanley A. Goldsmith  
Signature of Notary Public

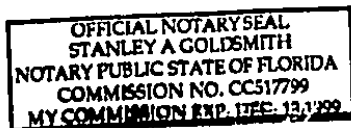
STANLEY A. GOLDSMITH  
Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
12/13/99

STATE OF FLORIDA )

COUNTY OF SARASOTA ) ss:

The foregoing Articles of Organization and Affidavit of Membership and Contributions of DIRECT ENTERPRISES, L.C., a Florida Limited Liability Company, were acknowledged before me this 12 day of January, 1996 by ROBLYN S. MAGDI, its duly authorized Manager, as an Initial Member of DIRECT ENTERPRISES, L.C. and the Articles of Organization were acknowledged before me by DIRECT ENTERPRISES, L.C., a Florida Limited Liability Company by ROBLYN S. MAGDI, its duly authorized Manager, as an Initial Manager of DIRECT ENTERPRISES, L.C. She is personally known to me or has produced FL A. License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Stanley A. Goldsmith  
Signature of Notary Public

STANLEY A. GOLDSMITH  
Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
12/13/99

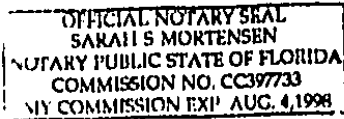
STATE OF FLORIDA )

COUNTY OF SARASOTA ) ss:

FILED

96 JAN 16 PM 2:17

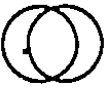
The foregoing Articles of Organization of DIRECT ENTERPRISES, L.C. were acknowledged before me this 12<sup>th</sup> day of January, 1996 by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Sarah S. Mortensen  
Signature of Notary Public

SARAH S. MORTENSEN  
Print Name of Notary Public

I am a Notary Public of the State of Florida  
and my commission expires on  
August 4, 1998



## DIRECT ENTERPRISES, L.C.

4888 Wood Pointe Way  
Sarasota, FL 34233

941-927-5145

Fax: 941-927-5145

**L960000000060**

March 15, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Address Change

Dear Sirs:

This letter serves as notification for change of address for:

Direct Enterprises, L.C.

Document Number: L960000000060

Old Address: 1605 Main Street, Suite 1001  
Sarasota, FL 34236

New Address: 4888 Wood Pointe Way  
Sarasota, FL 34233

Sincerely,

*Robbyn S. Hanna, manager*

Robbyn S. Hanna, Manager

3511