

L9600000000110

LAW OFFICES OF
ANDREW B. BLASI
A PROFESSIONAL ASSOCIATION
ARVIDA PARKWAY CENTER • SUITE 44B
7900 GLADES ROAD
BOCA RATON, FLORIDA 33434
(407) 403-0700
FACSIMILE (407) 403-3307

January 19, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 22 AM 10:40

VIA FEDERAL EXPRESS
Filing Division
Division of Corporations
Department of State of Florida
P. O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Organization for ANACS, L.C.

Dear Sir/Madam:

Enclosed please find the following documents for filing as a Florida limited liability company:

- 1) Our check in the amount of \$337.50 representing \$250.00 for filing the Articles of Organization; \$35.00 to designate a Registered Agent; and \$52.50 for a certified copy of the Articles.
- 2) Original Articles of Organization
- 3) Certificate of Designation of Registered Agent
- 4) One copy of items 2 and 3

If there is anything further you require, please advise.

Would you please forward a fee schedule when you return the certified copy of the Articles.

Very truly yours,



Janet B. Maher
Legal Assistant

300001695559
-01/23/96--01042--003
****337.50 ****337.50

jbm
enc
cc: Evens Gourgue

WJW 1-25-96

ARTICLES OF ORGANIZATION FOR ANACS, L.C.

ARTICLE I NAME AND PURPOSE

The name of the Limited Liability Company being herewith formed pursuant to and in accordance with the provisions of Section 608.407(1), Florida Statutes, is **ANACS, L.C.** The purpose of this limited liability company is to conduct all such activities as are permissible under law.

ARTICLE II ADDRESS

The street address of the principal office of **ANACS, L.C.** is 6610 N.W. 95th Lane, Parkland, Florida, and the mailing address of **ANACS, L.C.** is P.O. Box 5852, Pembroke Pines, Florida 33083-5852.

ARTICLE III DURATION

The period of duration for **ANACS, L.C.** shall be forty (40) years, unless sooner dissolved in a manner provided by law or by the unanimous written agreement of all the members.

ARTICLE IV MANAGEMENT

The management of **ANACS, L.C.** shall be reserved to the members, whose names and addresses are:

1. **EVENS A. GOURGUE**
6610 N.W. 95th Lane
Parkland, Florida 33076
2. **JOEL G. AUDAIN**
4974 S.W. 94th Avenue
Cooper City, Florida 33328

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of such admissions, shall be determined by the unanimous consent of the members.

**ARTICLE VI
REMAINING MEMBERS RIGHT TO CONTINUE BUSINESS**

The right of the remaining members to continue the business of the Company on 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 ANACS, L.C. shall be determined by the unanimous consent of all remaining members.

**ARTICLE VII
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 Section 608, Florida Statutes, 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 so added.

**ARTICLE VIII
REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members. Regulations adopted by the members may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed.

**ARTICLE IX
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.

**ARTICLE X
TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a member of this Company may not be transferred or assigned without the unanimous written consent of all of the members.

**ARTICLE XI
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL**

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

(a) all liabilities of the Company, except liabilities to members on account of their contribution to capital, have been paid or sufficient property of the Company remains to pay them, or

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded, or

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

(2) A member shall be entitled to the return of its contribution in accordance with the following percentage ownership interests of the members.

NAME	PERCENTAGE OF OWNERSHIP INTEREST
1. EVENS A. GOURGUE 6610 N.W. 95th Lane Parkland, Florida 33076	50%
2. JOEL G. AUDAIN 4974 S.W. 94th Avenue Cooper City, Florida 33328	50%

ARTICLE XII PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to an equal distributive share of the Company's profits. The distributive share of the profits shall be determined and paid to the members on such periodic basis as the members shall unanimously determine, but in no event less frequently than annually. Any losses that occur in the operation of the Company's business shall be paid out of the Company's capital.

ARTICLE XII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 7900 Glades Road, Suite 445, Boca Raton, Florida 33434. The name of the Company's initial registered agent at that address is Law Offices of Andrew B. Blasi, P.A.

IN WITNESS WHEREOF, the undersigned members of ANACS, L.C. hereby set their hands and seals unto these Articles of Organization by execution of the undersigned members at Boca Raton, Florida, this 19th day of January, 1996.

MEMBERS:

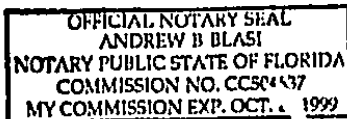

EVENS A. GOURGUE



JOEL G. AUDAIN

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

I HEREBY CERTIFY that on this 19th day of January, 1996, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared Evens A. Gourgue and Joel G. Audain, [X] who are both personally known to me [] who both produced _____, as identification, the persons described in and who executed the foregoing instrument and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of January, 1996.




Notary Public, State of FLORIDA

ANDREW B. BLASI

(Print Name of Notary)

My commission expires:

**ANACS, L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned members of ANACS, L.C. herewith depose and state:

1. The above-named Florida limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$125,000.00.
3. The agreed value of property other than cash contributed by the members is \$775,000.00.
4. The total amount of cash and/or property anticipated to be contributed by members is \$900,000.00. This total amount includes the amounts from Paragraphs 2 and 3 above.

Members:



EVENS A. GOURGUE

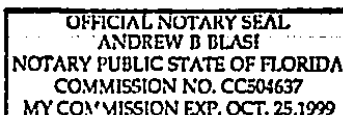


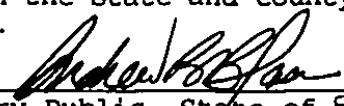
JOEL G. AUDAIN

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

I HEREBY CERTIFY that on this 19th day of January, 1996, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared Evens A. Gourgue and Joel G. Audain, [X] who are both personally known to me [] who both produced _____, as identification, the persons described in and who executed the foregoing instrument and [X] who did [] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of January, 1996.





Notary Public, State of FLORIDA

ANDREW B. BLASI

(Print Name of Notary)

My commission expires:

**ANACS, L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ANACS, L.C.
2. The name and address of the Registered Agent and Office is:

Law Offices of Andrew B. Blasi, P.A.
7900 Glades Road, Suite 445
Boca Raton, FL 33434

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, 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.

LAW OFFICES OF ANDREW B. BLASI, P.A.

BY: *Andrew B. Blasi*
ANDREW B. BLASI, PRESIDENT

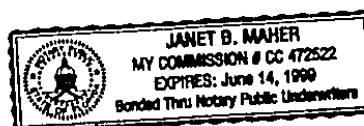
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 19th day of January, 1996, before me, an officer duly authorized in the State of Florida, County of Palm Beach aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, who is the President of Law Offices of Andrew B. Blasi, P.A. and who is personally known to me, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath, on behalf of said professional corporation.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 19th day of January, 1996.

Janet B. Maher
Notary Public, State of Florida
JANET B. MAHER

(Print Name of Notary)
My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 22 AM 10:40