

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
1-222-1931

800-342-8086



29600000224

ACCOUNT NO. : 072100000032

REFERENCE : 861121 4321942

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 27, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 861121

CUSTOMER NO: 4321942

CUSTOMER: Ms. Ingrid Pizzeck  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

400001729704  
-03/01/96--01085--004  
\*\*\*337.50 \*\*\*337.50

DOMESTIC FILING

NAME: NORTH AMERICAN GIFT COMPANY,  
L.C.

EFFECTIVE DATE:

☒ LIMITED LIABILITY COMPANY  
☐ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: T. BROWN FEB 28 1996

FILED  
96 FEB 27 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 27 PM 12:26  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
NORTH AMERICAN GIFT COMPANY, L.C.**

FILED  
96 FEB 27 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as a member of a limited liability company under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for NORTH AMERICAN GIFT COMPANY, L.C. (the "Company"):

**ARTICLE ONE**

**NAME**

The name of the Company is NORTH AMERICAN GIFT COMPANY, L.C.

**ARTICLE TWO**

**DURATION**

The period of duration of the Company is until the close of business on December 31, 2030, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

**ARTICLE THREE**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 321 East Georgia Avenue, Longwood, Florida 32750.

**ARTICLE FOUR**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

## **ARTICLE FIVE**

### **MANAGEMENT**

The Company shall be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Michael Breidenbach

321 East Georgia Avenue  
Longwood, Florida 32750

Joseph Zalter

321 East Georgia Avenue  
Longwood, Florida 32750

Seth Leznoff

321 East Georgia Avenue  
Longwood, Florida 32750

## **ARTICLE SIX**

### **ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

## **ARTICLE SEVEN**

### **MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon 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 of the Company.

## **ARTICLE EIGHT**

### **INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company,

corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**IN WITNESS WHEREOF**, these Articles of Organization have been executed by the undersigned as of February 26, 1996.

**COHEN, BERKE, BERNSTEIN, BRODIE,  
KONDELL & LASZLO, P.A.**, as authorized  
representative of a member

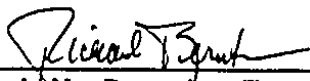
By: \_\_\_\_\_

  
For the Firm

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a member of NORTH AMERICAN GIFT COMPANY, L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least two (2) members.
2. The total amount of cash contributed to the Company by the members of the Company is \$1,000.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$ -0-. The description of such property is attached hereto and incorporated herein.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2 and 3 above, is \$1,000.

  
Richard N. Bernstein, Trustee, as authorized representative of a member

The foregoing instrument was acknowledged before me this 26th day of February, 1996, by Richard N. Bernstein, as Trustee, as authorized representative of a member of NORTH AMERICAN GIFT COMPANY, L.C., a limited liability company, on behalf of the limited liability company, who is personally known to me.

NOTARY PUBLIC:

Sign: 

Print: \_\_\_\_\_

State of Florida

My Commission Expires:

cr08782b.jpg



JAMES P MOSKOSKY  
My Commission CC399919  
Expires Aug. 11, 1998  
Bonded by HAI  
800-422-1565

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for NORTH AMERICAN GIFT COMPANY, L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

*Michael T. Bynum*  
Sec.

FILED  
96 FEB 27 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA