

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
4-22-1993

800-342-8086

CSC

not
PROVIDE
ELECTRONIC

ACCOUNT NO. 178106000032

REFERENCE : 861121 4321942

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 27, 1996

ORDER TIME : 10:23 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

DOMESTIC FILING

NAME: CAPITAL ADVENTURES, 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: _____

000001729710
-03/01/96--01085--005
***337.50 ***337.50

FILED
96 FEB 27 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 27 PM 12:26
DIVISION OF CORPORATION

T. BROWN FEB 28 1996

**ARTICLES OF ORGANIZATION
OF**

CAPITAL ADVENTURES, L.C.

FILED
96 FEB 27 AM 9:26
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 CAPITAL ADVENTURES, L.C. (the "Company");

ARTICLE ONE

NAME

The name of the Company is CAPITAL ADVENTURES, 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:

| | |
|---------------------|--|
| Ronald Swarzman | 321 East Georgia Avenue Longwood, Florida 32750 |
| 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

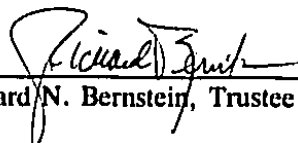
INDEMNIFICATION

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.

MEMBER:

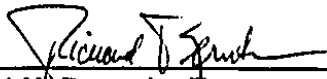


Richard N. Bernstein, Trustee

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

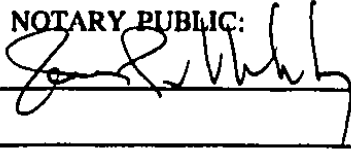
The undersigned, being a member of CAPITAL ADVENTURES, L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

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 \$50,000.


Richard N. Bernstein, Trustee

The foregoing instrument was acknowledged before me this 26th day of February, 1996, by Richard N. Bernstein, as Trustee, as a member of CAPITAL ADVENTURES, 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:

ct08782a.jp



JAMES P MOSKOSKY
My Commission CC399919
Expires Aug. 11, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CAPITAL ADVENTURES, 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: *Michael T. Burt*
Title: Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA