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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 931372 136662A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 285.00

ORDER DATE : April 25, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 931372

CUSTOMER NO: 136662A

400001794774

CUSTOMER: David Bauman, Esq  
DAVID BAUMAN, ESQ

Suite E-103  
7820 Peters Road  
Fort Lauderdale, FL 33324

DOMESTIC FILING

NAME: PERARIO MANAGEMENT  
CONSULTANTS II, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Victoria L. Perez

name OK. per Karon

EXAMINER'S INITIALS:

*th*  
*4-25-96*

NOTED  
96 APR 25 AM 11:17  
DIVISION OF CORPORATION

April 23, 1996

Perario Management Consultants, L.C.  
6870 Town Harbor Blvd., Ste 3120  
Boca Raton, Florida 33433

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

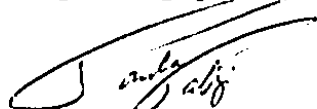
Re: Perario Management Consultants, L.C.

Dear Sir or Madam:

Please be advised that as a member of the former Perario Management Consultants, L.C., I hereby authorize Perario Management Consultants II, L.C. to use that name although it is similar to the name of my former limited liability corporation.

Thank you.

Very truly yours,



Perham Tabrizi, Member  
Perario Management Consultants, L.C.

ARTICLES OF ORGANIZATION  
OF  
PERARIO MANAGEMENT CONSULTANTS II, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE 1-NAME

The name of the limited liability company shall be Perario Management Consultants II, L.C. ("Company"). The principal place of business of the Company in Florida shall be 6870 Town Harbor Blvd., Suite 3120, Boca Raton, Florida 33433.

ARTICLE II-DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III-PURPOSES AND POWERS

The general purpose for which the Company is organized is to and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Parham Tabrizi of 6870 Town Harbor Blvd, Suite 3120, Boca Raton, Florida 33433.

ARTICLE V-CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

ARTICLE VII-ADDITION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the company and upon such terms and conditions as shall be determined

by all of the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII-TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

#### ARTICLE IX-MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are

PARHAM TABRIZI

6870 TOWN HARBOR BLVD., STE 3120  
BOCA RATON, FLORIDA 33433

PERARIO CORPORATION II, INC.

6870 TOWN HARBOR BLVD., STE 3120  
BOCA RATON, FLORIDA 33433


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Broward County, Florida, for the foregoing uses and purposes this 23d day of April 1996.

  
\_\_\_\_\_  
PARHAM TABRIZI  
\_\_\_\_\_  
PARHAM TABRIZI, PRESIDENT  
PERARIO CORPORATION II, INC.

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me personally appeared PARHAM TABRIZI, PERSONALLY AND INDIVIDUALLY AND PARHAM TABRIZI AS PRESIDENT AND REPRESENTATIVE OF PERARIO CORPORATION II, INC., to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set mt hand and affixed my official seal this 23d day of April, 1996.

  
\_\_\_\_\_  
Notary Public



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of PERARIO MANAGEMENT CONSULTANTS II, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is ten dollars (\$10.00).
- 3) There has been no property contributed by members other than the cash contributed.
- 4) The total amount of cash property anticipated to be contributed by members is ten dollars (\$10.00). This includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
PARHAM TABRIZI

In accordance with section 604.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACCEPTANCE OF REGISTERED AGENT

The undersigned being the person named in the Articles of Organization of Perario Management Consultants II, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



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PARHAM TABRIZI  
REGISTERED AGENT