

**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 \$ \_\_\_\_\_

*David*  
 AUTHORIZATION BY PHONE TO  
 CORRECT NAME TO include  
 supply of him/its. O.K. for  
 PH

*PH 3/16/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/16		
TIME	9:30		CK No. _____
BY	PH		

WALK-IN Will Pick Up \_\_\_\_\_

RE: 54 Clark Limited Company No 52602

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™ <i>L.C.</i>		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

MAY 16 PM 2:33

200011332787  
 -05/21/96--01119--018  
 \*\*\*337.50 \*\*\*337.50

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

RECEIVED  
 96 MAY 16 AM 9:57  
 DIVISION OF CORPORATION

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  
FOR  
54 CLARKE LIMITED COMPANY  
A Florida Limited Liability Company**

**FILED**  
MAY 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Limited Liability Company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

**Name.** The name of this Company shall be **54 CLARKE LIMITED COMPANY**

1. **Duration/Continuation.** The period of this Company's duration shall be not more than thirty (30) years, unless terminated by the unanimous written agreement of all members, or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

2. **Purposes.** The purposes for which this Company is being formed are the following:

(a) To engage in any activities or business permitted for this Company under the laws in the State of Florida.

3. **Registered Agent and Office.** The name and address of the initial registered agent and office for this Company is as follows: Registered agent is **STANLEY FRANKS**, 155 Worth Avenue, Suite 9, Palm Beach, Florida 33480.

4. **Principal Office.** The principal office shall be c/o Wilshire International Realty, Co., 155 Worth Avenue, Suite 9, Palm Beach, Florida 33480, and such other places as the members from time to time may determine.

5. **Contributions to Capital.**

(a) The total amount of cash or property contributed to the Company by its members shall be as follows: Eight Hundred Thousand and 00/100 Dollars (\$800,000.00).

(b) The members have not agreed to make additional contributions at this time.

6. **Admission of Additional Members; and Terms and Conditions of Such Admissions.** Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the Regulations of this Company.

7. **Management of Company.** The business of the Company shall be managed by: A manager (or managers) who shall be elected annually by the members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such manager(s) shall also hold the offices and have the responsibilities accorded to them by the members and more particularly described in the Operating Agreement entered into between the members of such manager(s).

The name and address of the manager is as follows:

HERBERT DURACH  
155 Worth Avenue Suite 9  
Palm Beach, FL 33480

Such manager shall serve in such capacity until the first annual meeting of the members or until their successors are elected and qualify.

8. **Termination of Existence.** The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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 the remaining members, provided there are at least two remaining members.

9. **Amendment of Regulations.** The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the members of the Company.

10. **Incorporators.** The names and addresses of the Incorporators executing these Articles of Organization, who are the sole members of the Company, are as follows:

HERBERT DURACH	155 Worth Avenue Suite 9 Palm Beach, FL 33480
MICHAEL DURACH	155 Worth Avenue Suite 9 Palm Beach, FL 33480
STEFAN DURACH	155 Worth Avenue Suite 9 Palm Beach, FL 33480

11. **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 Florida Statute 608 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 to be added.

12. **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 (and filed with the Company as part of its records).

13. **Contracting Debt.** Except otherwise provided by Law, no debts shall be contracted nor liability incurred by or on behalf of this Company except by the manager(s) or if managed by the members, by any members of this Company, unless otherwise provided herein.

14. **Transferability of Member's Interest.** An interest of a member of this Company may only be transferred or assigned upon unanimous consent of all the members. However, if all of the remaining members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

15. **Withdrawal or Reduction of Member's Contributions to Capital.**

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

1. All liabilities of the Company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them,

2. The consent of all members is had, unless the return of the contributions to the capital may be rightfully demanded,


3. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

16. **Profit and Loss.** Profit and Loss shall be in proportion to a member's contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawal of the members.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 12<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Herbert Durach, Incorporator and Manager


  
\_\_\_\_\_  
Michael Durach, Incorporator

  
\_\_\_\_\_  
Stefan Durach, Incorporator

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

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by HERBERT DURACH, this 12<sup>th</sup> day of April, 1996.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public State of Florida         [SEAL]  
Print name: \_\_\_\_\_

Personally known or  produced identification  
Type of Identification Produced:



OFFICIAL SEAL  
CHARLES GENTILE  
My Commission Expires  
May 23, 1997  
Comm. No. CC 288844

FILED

96 MAY 16 PM 2:39

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized manager and incorporator of **54 Clarke Limited Company** Tallahassee, Florida and says:

1. That the above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$800,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00 Dollars.
4. The total amount of cash or property anticipated to be contributed by member(s) is the sum stated in Paragraph 2 above. Added amounts are not known at this time. This total includes amounts from Paragraphs 2 and 3 above.

*Herbert Durach*

HERBERT DURACH, Manager

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of April, 1996 by Herbert Durach, who is personally known to me or who has produced the following as identification: personally known, and who did (did not) take an oath.

*Charles Gentile*

NOTARY PUBLIC  
State of Florida

My commission expires:



OFFICIAL SEAL  
CHARLES GENTILE  
My Commission Expires  
May 23, 1997  
Comm. No. CC 288844

File-No. Re 1821 / 1996

COUNTRY OF GERMANY

STATE, CITY, PROVINCE, MUNICIPALITY OF MUNICH

5<sup>th</sup> day of May 1996

Before me, the undersigned authority, on this ~~day of April, 1996~~, personally appeared before me MICHAEL DURACH, who is personally known to me or produced ~~\_\_\_\_\_ as~~ ~~identification~~ and who did (did not) take an oath. This certificate further legalizes and authenticates the signature of MICHAEL DURACH is true and genuine in execution of this document.

My Commission Expires:

31.01.2010



*[Signature]*  
CIVIL LAW NOTARY/NOTARY PUBLIC [SEAL]  
Print name: DR. WOLFGANG REUSS

Commission No.: \_\_\_\_\_  
Expiration date: \_\_\_\_\_

File-No. Re 1822 / 1996

COUNTRY OF GERMANY

STATE, CITY, PROVINCE, MUNICIPALITY OF MUNICH

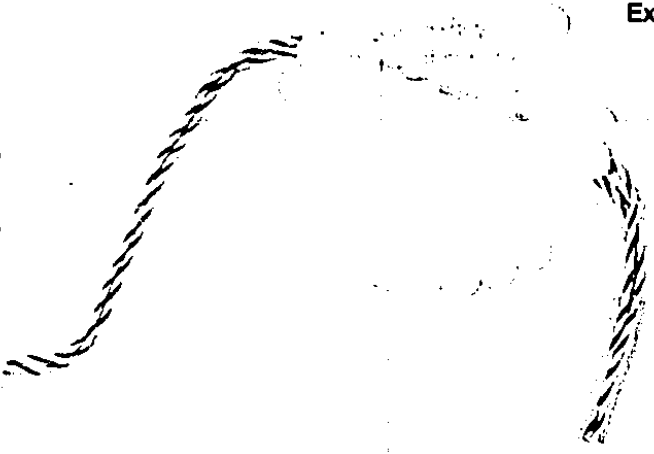
5<sup>th</sup> day of May 1996

Before me, the undersigned authority, on this ~~day of April, 1996~~, personally appeared before me STEFAN DURACH, who is personally known to me or produced ~~\_\_\_\_\_ as~~ ~~identification~~ and who did (did not) take an oath. This certificate further legalizes and authenticates the signature of STEFAN DURACH is true and genuine in execution of this document.

My Commission Expires:

31.01.2010

*[Signature]*  
CIVIL LAW NOTARY/NOTARY PUBLIC [SEAL]  
Print name: DR. WOLFGANG REUSS  
Commission No.: \_\_\_\_\_  
Expiration date: \_\_\_\_\_






STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss:

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by HERBERT DURACH, this 12<sup>TH</sup> day of April, 1996.

My Commission Expires:

  
Notary Public State of Florida [SEAL]  
Print name: \_\_\_\_\_

Personally known or  produced identification  
Type of Identification Produced:




OFFICIAL SEAL  
CHARLES GENTILE  
My Commission Expires  
May 23, 1997  
Comm. No. CC 288844

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss:

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by STANLEY FRANKS, this 12<sup>TH</sup> day of April, 1996.

My Commission Expires:

  
Notary Public State of Florida [SEAL]  
Print name: \_\_\_\_\_

Personally known or  produced identification  
Type of Identification Produced:



OFFICIAL SEAL  
CHARLES GENTILE  
My Commission Expires  
May 23, 1997  
Comm. No. CC 288844

File-No. Re 1813 / 1996

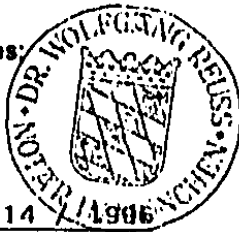
COUNTRY OF GERMANY

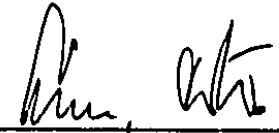
STATE, CITY, PROVINCE, MUNICIPALITY OF MUNICH

5<sup>th</sup> day of May 1996

Before me, the undersigned authority, on this ~~day of April, 1996~~, personally appeared before me MICHAEL DURACH, who is personally known to me or produced \_\_\_\_\_ ~~as~~ identification and who did (did not) take an oath. This certificate further legalizes and authenticates the signature of MICHAEL DURACH is true and genuine in execution of this document.

My Commission Expires:  
31.01.2010



  
CIVIL LAW NOTARY/~~NOTARY PUBLIC~~ [SEAL]  
Print name: DR. WOLFGANG REUSS  
Commission No.: \_\_\_\_\_  
Expiration date: \_\_\_\_\_

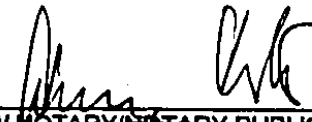
File-No. Re 1814 / 1996  
COUNTRY OF GERMANY

STATE, CITY, PROVINCE, MUNICIPALITY OF MUNICH

5<sup>th</sup> day of May 1996

Before me, the undersigned authority, on this ~~day of April, 1996~~, personally appeared before me STEFAN DURACH, who is personally known to me or produced \_\_\_\_\_ ~~as~~ identification and who did (did not) take an oath. This certificate further legalizes and authenticates the signature of STEFAN DURACH is true and genuine in execution of this document.

My Commission Expires:  
31.01.2010

  
CIVIL LAW NOTARY/~~NOTARY PUBLIC~~ [SEAL]  
Print name: DR. WOLFGANG REUSS  
Commission No.: \_\_\_\_\_  
Expiration date: \_\_\_\_\_



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
26 MAY 16 PM 2:39

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned **Limited Liability Company**, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Limited Liability Company is:


**54 CLARKE LIMITED COMPANY**

1. The name and address of the registered agent and office is:

Stanley Franks  
C/o Wilshire International Realty Co.  
155 Worth Avenue Suite 9  
Palm Beach, FL 33480

  
\_\_\_\_\_  
Herbert Durach, Incorporator

  
\_\_\_\_\_  
Michael Durach, Incorporator

  
\_\_\_\_\_  
Stefan Durach, Incorporator

Date: 4/12/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED ABOVE, 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.

  
\_\_\_\_\_  
STANLEY FRANKS

Date: 4/12/96