

Charter Number Only

5/17/96

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Requester's Name
Address
City State ZIP Phone

PBR

VALUATION ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -6 PM 1:30

FILED

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-06/07/96--01046--001
****337.50 ****337.50

CORPORATION(S) NAME

CORPORATE LEGENDS, L.C.

Empire Toll Free: 1-800-432-3028

- | | | |
|----------------------------------------------|---------------------------------------------|-------------------------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Limited Liability |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |

RECEIVED
MAY 20 AM 11:11
DIVISION OF CORPORATION

W. 46-10678
affordit

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: CORPORATE LEGENDS, L.C.
Ref. Number: W96000010678

We have received your document for **CORPORATE LEGENDS, L.C.** and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

Section 608.407, Florida Statutes, requires the affidavit be executed by at least one member or the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 296A00024962

RECEIVED
96 JUN -6 AM 11:23
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION OF
CORPORATE LEGENDS, L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be Corporate Legends, L.C. and its principal place of business shall be in the City of West Palm Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal office of the limited liability company shall be located at 105 S. Narcissus Ave., Suite 702, in the City of West Palm Beach, County of Palm Beach, State of Florida.

**ARTICLE III
DURATION**

This limited liability company shall exist perpetually from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

This limited liability company shall be managed by Andrew A. Mayer, M.D.. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualified is as follows:

Andrew A. Mayer, M.D.
230 Commodore Drive
Jupiter, Florida 33477

FILE
96 JUN - 6 PM
SECRETARY OF
TALLAHASSEE, FLORIDA

**ARTICLE V
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability

company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by referenced to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,500.00 cash shall be paid to the limited liability company by each of the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) **SHARING OF PROFITS.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company or upon written approval of all members.

(b) **LOSSES.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, if any.

ARTICLE VIII LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 105 South Narcissus Avenue, City of West Palm Beach, County of Palm Beach, State of Florida, and the name of its initial registered agent at such address is Dennis M. Boyce, Esq.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

THE UNDERSIGNED, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Corporate Legends, L.C.



HORTON HAZER

701 Captains Way

Jupiter, Florida 33477



ANDREW A. MAYER, M.D.

230 Commodore Drive

Jupiter, Florida 33477

ACKNOWLEDGMENTS FOR ARTICLES OF ORGANIZATION OF
CORPORATE LEGENDS, L.C.

STATE OF FLORIDA
COUNTY OF PALM BEACH

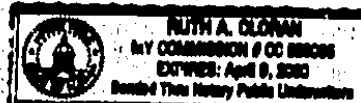
THE FOREGOING INSTRUMENT was acknowledged before me this 26 day
of April, 1996, by MORTON MASER, who is personally known to
me or who has produced _____
as identification.

My Commission Expires:

Ruth A. Cloran
Notary Public

RUTH A. CLORAN
Print Name

STATE OF FLORIDA
COUNTY OF PALM BEACH

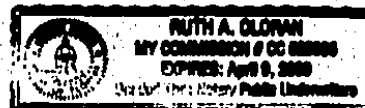


THE FOREGOING INSTRUMENT was acknowledged before me this 26 day
of April, 1996, by ANDREW A. MAYER, M.D. who is
personally known to me or who has produced _____
as identification.

My Commission Expires:

Ruth A. Cloran
Notary Public

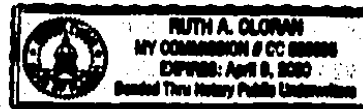
RUTH A. CLORAN
Print Name



STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day
of April, 1996, by ANDREW A. MAYER, M.D. who is
personally known to me or who has produced
as identification.

My Commission Expires:


Notary PublicRUTH A. CLORAN
Print Name

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

Pursuant to the provisions of section 608.415, and 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

Corporate Legends, L.C.

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

Dennis M. Boyce, Esq., 105 S. Narcissus Ave., #702
West Palm Beach, FL 33401

This statement is to acknowledge that, as indicated above, Corporate Legends, L.C. has appointed, DENNIS M. BOYCE, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATE

5/16/96

DENNIS M. BOYCE, ESQ.

STATE OF FLORIDA
COUNTY OF PALM BEACH

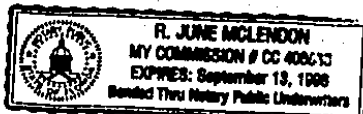
THE FOREGOING INSTRUMENT was acknowledged before me this 16 day of MAY, 1996, by DENNIS M. BOYCE, ESQ., who is personally known to me or who has produced _____ as identification.

My Commission Expires:

Notary Public

Print Name

R. June McLendon
R. JUNE McLENDON



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

In compliance with Florida Statutes Section 608.407(2), the undersigned members or authorized representative of a member of CORPORATE LEGENDS, L.C. depose and say:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by the members is:

DESCRIPTION:

NONE

VALUE:

4. The total amount of cash or property anticipated to be contributed by the members is \$5,000.00. This total includes the amounts from 2 and 3 above.

Morton Mazer
MORTON MAZER

Andrew A. Mayer
ANDREW A. MAYER, M.D.

STATE OF ~~FLORIDA~~ PENNSYLVANIA
COUNTY OF ~~PALM BEACH~~ MONTGOMERY

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of MAY, 1996, by MORTON MAZER, who is personally known to me or who has produced His PA. DRIVER LICENSE as identification.

My Commission Expires:

Notarial Seal
Sarah A. Chak-Parr, Notary Public
Upper Dublin Twp., Montgomery County
My Commission Expires May 31, 1999
Member, Pennsylvania Association of Notaries

Sarah A. Chak-Parr
Notary Public

SARAH A. CHAK-PARR
Print Name

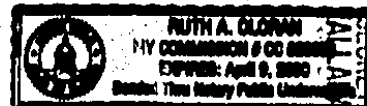
STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day
of May, 1996, by ANDREW A. MAYER, N.D. who is
personally known to me or who has produced
as identification.

My Commission Expires:

Ruth A. Cloran
Notary Public

Ruth A. Cloran
Print Name



96 JUN -6 PM 1:30
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA