

L96000000844



PRESTIGE FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 044032 4312129

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 6, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 044032

CUSTOMER NO: 4312129

CUSTOMER: Ms. Hazel Gianatiempo
DICKENSON, MURDOCK, REX, &
SLOAN ESQ.
980 North Federal Highway
Suite 410
Boca Raton, FL 33432

600001916096
-08/08/96--01023--005
****337.50 ****81.00

600001916096
-08/08/96--01023--005
****337.50 ****337.50

DOMESTIC FILING

NAME: WESTMINSTER CAPITAL COMPANY,
L.C.

EFFECTIVE DATE:

XX LIMITED LIABILITY COMPANY
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

8-6-96

**ARTICLES OF ORGANIZATION
OF
WESTMINSTER CAPITAL COMPANY, L.C.**

FILED
96 AUG -6 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, two or more persons hereby form a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

ARTICLE I

NAME

The name of this limited liability company is:

WESTMINSTER CAPITAL COMPANY, L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration of this limited liability company shall be thirty (30) years from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the company shall be 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is ROBERT COMPARATO, 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432.

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 on the consent of a majority of the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority 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 a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

ARTICLE VIII

TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 a majority 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:

ROBERT COMPARATO

980 NORTH FEDERAL HIGHWAY
SUITE 400
BOCA RATON, FLORIDA 33432

ANTHONY COMPARATO

980 NORTH FEDERAL HIGHWAY
SUITE 400
BOCA RATON, FLORIDA 33432

GREG E. SCHECHER

980 NORTH FEDERAL HIGHWAY
SUITE 400
BOCA RATON, FLORIDA 33432

MICHAEL COMPARATO

980 NORTH FEDERAL HIGHWAY
SUITE 400
BOCA RATON, FLORIDA 33432

JEFFREY COMPARATO

980 NORTH FEDERAL HIGHWAY
SUITE 400
BOCA RATON, FLORIDA 33432

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on this 31st day of JULY, 1996.


ROBERT COMPARATO


ANTHONY COMPARATO


GREG E. SCHECHER


MICHAEL COMPARATO


JEFFREY COMPARATO

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by ROBERT COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

Beverly A. Samuelson
Notary Public, State of Florida
BEVERLY A. SAMUELSON
[Seal] Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Printed Name of Notary/Serial No., if any
My Commission Expires: 12/26/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by ANTHONY COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

Beverly A. Samuelson
Notary Public, State of Florida
BEVERLY A. SAMUELSON
[Seal] Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Printed Name of Notary/Serial No., if any
My Commission Expires: 12/26/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by GREG E. SCHECHER. He ✓ is personally known to me, or _____ produced
_____ as identification.

Beverly A. Samuelson
Notary Public, State of Florida
BEVERLY A. SAMUELSON
[Seal] Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Printed Name of Notary/Serial No., if any
My Commission Expires: 12/26/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31.07 day of JULY, 1996,
by MICHAEL COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

Beverly A. Samuelson
Notary Public, State of Florida
BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonds Due @ 21111111 Notary Seal
[Seal]
BEVERLY A. S.
Printed Name of Notary/Serial No., if any
My Commission Expires: 12/26/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31.07 day of JULY, 1996,
by JEFFREY COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

Beverly A. Samuelson
Notary Public, State of Florida
BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonds Due @ 21111111 Notary Seal
[Seal]
BEVERLY A. S.
Printed Name of Notary/Serial No., if any
My Commission Expires: 12/26/97

ACCEPTANCE OF REGISTERED AGENT

FILED
96 AUG -6 PM 2:00
SECRET
TALLAHASSEE, FLA

The undersigned, being the person named in the articles of organization of WESTMINSTER CAPITAL COMPANY, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designed in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


ROBERT COMPARATO, Registered Agent

DATED: 8-1-96

EXHIBIT "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WESTMINSTER CAPITAL COMPANY, 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 member(s) is \$25,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$25,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 31, 1996


ROBERT COMPARATO


ANTHONY COMPARATO


GREG E. SCHECHER


MICHAEL COMPARATO


JEFFREY COMPARATO

FILED
96 AUG -6 PM 2:00
CLERK OF THE
COURT
ALLA BARRER, CLERK
OF THE COURT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by ROBERT COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

(SEAL) BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonded thru Official Notary Service

Beverly A. Samuelson
Notary Public -- State of Florida

BEVERLY A. SAMUELSON
Print, Type, or Stamp
Commissioned Name of Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by ANTHONY COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

(SEAL) BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonded thru Official Notary Service

Beverly A. Samuelson
Notary Public -- State of Florida

BEVERLY A. SAMUELSON
Print, Type, or Stamp
Commissioned Name of Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by GREG E. SCHECHER. He ✓ is personally known to me, or _____ produced
_____ as identification.

(SEAL) BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonded thru Official Notary Service

Beverly A. Samuelson
Notary Public -- State of Florida

BEVERLY A. SAMUELSON
Print, Type, or Stamp
Commissioned Name of Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by MICHAEL COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

(SEAL) BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonded thru Official Notary Service

Beverly A. Samuelson
Notary Public -- State of Florida

Print, Type, or Stamp
Commissioned Name of Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 31st day of JULY, 1996,
by JEFFREY COMPARATO. He ✓ is personally known to me, or _____ produced
_____ as identification.

(SEAL) BEVERLY A. SAMUELSON
Notary Public, State of Florida
My Comm. Expires Dec. 26, 1997
No. CC 338122
Bonded thru Official Notary Service

Beverly A. Samuelson
Notary Public -- State of Florida

BEVERLY A. SAMUELSON
Print, Type, or Stamp
Commissioned Name of Notary Public