

120 HAYS STREET
HAYS, FL 34117
800-141-8086
L96000000866

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 051644 169624A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 285.00

RECEIVED
DIVISION OF CORPORATIONS
96 AUG 13 PM 9:45

ORDER DATE : August 13, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 051644

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BURROUGHS
5551 Ridgewood Drive

Naples, FL 33963

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DOMESTIC FILING

NAME: THE WOMAN'S CLUB, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
96 AUG 13 PM 1:03
DIVISION OF CORPORATIONS
LR 8/14/96

ARTICLES OF ORGANIZATION
OF
THE WOMAN'S CLUB, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 11 09:18

The undersigned, being a member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

ARTICLE I

NAME

The name of the limited liability company (the "Company") shall be THE WOMAN'S CLUB, L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The initial mailing address and street address of the principal office of the Company shall be c/o William P. Cranz, 2100 W. 76th Street, Suite 308, Hialeah, FL 33016.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of the Company is 2100 W. 76th Street, Suite 308, Hialeah, FL 33016, and the name of the initial registered agent at such address is William P. Cranz.

ARTICLE IV

CLASSES OF MEMBERS; ADMISSION OF MEMBERS

There shall be two classes of members, Equity Members and Special Members, with rights and privileges as more fully described in the Regulations of the Company.

The members of the Company may admit new members to the Company by vote of the members or by reason of a transfer of a membership interest in whole or in part, both as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges of the initial members, as their proportionate interests dictate.

ARTICLE V

EFFECTIVE DATE

The Company's existence shall begin on the date of filing of these Articles with the Florida Department of State.

ARTICLE VI

DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right, by vote of a majority in interest of all members and unanimous vote of the Special Members, to agree to continue the business of the Company provided there are at least two (2) remaining members, in the manner and as more fully described in the Regulations of the Company.

ARTICLE VII

ADOPTION OF REGULATIONS


The initial Regulations of the Company shall be adopted by its initial members. The 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.

ARTICLE VIII
INITIAL MATTERS

The company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the person who shall serve as manager until the first annual meeting of members and until his successor or successors are elected and shall qualify is as follows:

William P. Cranz
2100 W. 76th Street, Suite 308
Hialeah, FL 33016

IN WITNESS WHEREOF, the undersigned, being a member of Company hereinbefore named, for the purpose of forming a limited liability company under the Florida Limited Liability Act has executed these Articles of Organization as of this 8 day of AUGUST, 1996.



WILLIAM P. CRANZ
Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE WOMAN'S CLUB, 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 \$10,000;
- 3) no property other than cash has been, or is anticipated to be contributed by members;
- 4) the total amount of cash or property anticipated to be contributed by members is \$350,000.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contribution this 9 day of AUGUST, 1996.


WILLIAM P. CRANZ

STATE OF FLORIDA)
) ss:
COUNTY OF Dade)

The foregoing instrument was acknowledged before me on this 8 day of August, 1996, by WILLIAM P. CRANZ, who is personally known to me or has produced a Florida's drivers license as identification.


Notary Public

[CRANZ.4]

OFFICIAL NOTARY SEAL ROBERT CHEETHAM NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC362353 MY COMMISSION EXPI. APR. 7, 1998
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I, WILLIAM P. CRANZ, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 designations of my position as registered agent.

William P. Cranz
WILLIAM P. CRANZ
Registered Agent

95 AUG 13 AM 9:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
) ss:
COUNTY OF Dick)

The foregoing instrument was acknowledged before me on this 8th day of August, 1996, by WILLIAM P. CRANZ, who is personally known to me or has produced a Florida's drivers license as identification.

Robert C. Cheatham
Notary Public

NOTARY SEAL
ROBERT CHEATHAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362353
MY COMMISSION EXPIRES APR. 7, 1998

7/17/96
[CRANZ.3]

L96000000866

Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

October 28, 1996

Enclosed is an Amendment to the original Articles of Organization of The Woman's Club, L.C. changing the name of the limited liability company to Distaff. A check in the amount of \$61.25 is attached.

Please send all correspondence and the certificate of status to:

William P. Cranz
Distaff
2100 W. 76th Street Suite 310
Hialeah, Fl. 33016-5500

Thank you,

William P. Cranz

William P. Cranz, CEO
Distaff

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~~SECRETARY OF STATE~~

SH 11/22

FILED
96 NOV 21 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1998

William P. Cranz
Distaff
2100 W. 76th St., Suite 310
Hialeah, FL 33016-5500

SUBJECT: THE WOMAN'S CLUB, L.C.
Ref. Number: L9600000866

We have received your document for **THE WOMAN'S CLUB, L.C.** and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove any reference to the d/b/a name from the amendment. The new name must include a suffix.

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the period as punctuation must be included in the suffix.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00051980

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

THE WOMAN'S CLUB, L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was AUGUST 13, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

CHANGE NAME TO DISTAFF L.C.

FILED
96 NOV 21 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated OCTOBER 28, 19 96

William P. Camuz
Signature of a member or authorized representative of a member

WILLIAM P. CAMUZ

Typed or printed name of person signing