

# 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 \$ \_\_\_\_\_

RE: Evergreen (US 306,100)

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<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 Prop.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS \_\_\_\_\_

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

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

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY [Signature]

WALK-IN Will Pick Up 9/13 12:00 AB 9/13

**ARTICLES OF ORGANIZATION  
OF  
EVERGREEN ASSOCIATES, L.C.**

96 SEP 13 AM 9:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 I - NAME**

The name of the limited liability company shall be Evergreen Associates, L.C. (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be c/o Ronny J. Halperin, Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, Suite 1970, Miami, Florida 33131.

**ARTICLE III - 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 IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Ronny J. Halperin, Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, Suite 1970, Miami, Florida 33131.

**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 unanimous consent of all the members.

**ARTICLE VII - MEMBERSHIP RESTRICTIONS**

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.

#### 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 all 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:

<u>Name</u>	<u>Address</u>
Hans Moench	c/o Ronny J. Halperin Kluger, Peretz, Kaplan & Berlin 1970 Miami Center 201 So. Biscayne Blvd. Miami, FL 33131
Darryl Brown	c/o Ronny J. Halperin Kluger, Peretz, Kaplan & Berlin 1970 Miami Center 201 So. Biscayne Blvd. Miami, FL 33131

IN WITNESS WHEREOF, the undersigned representative has made and subscribed these articles of organization at Miami, Florida, on this 5th day of September, 1996.


  
\_\_\_\_\_  
Ronny J. Halperin

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
EVERGREEN ASSOCIATES, L.C.**

The undersigned authorized representative of a member of Evergreen Associates, 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 \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

Dated: 9-5-96

  
\_\_\_\_\_  
Ronny J. Halperin

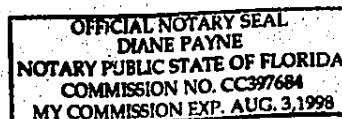
STATE OF FLORIDA    )  
                          ) SS  
COUNTY OF DADE    )

6th The foregoing instrument was acknowledged before me this 6th day of September 1996, by Ronny J. Halperin as of (who is personally known to me) or who has produced as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, Commission No.

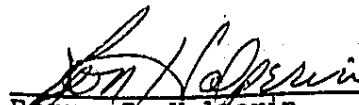
Diane Payne  
Name of Notary typed, printed or stamped

s:\24050001\document\af\idavit



### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Evergreen Associates, 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 designated 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 accepts the obligations of the position of registered agent.



Ronny J. Halperin  
Registered Agent

FILED  
96 SEP 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA