

# 19600001082

GARY S. BLAKE, ESQ., P.A.  
ATTORNEY AT LAW

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FILE NUMBER(S), (if known):

1. CEPRO SOUTH, L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF ORGANIZATION OF**  
**CEPRO SOUTH, L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **CEPRO SOUTH, L.C.**, and its principal office shall be located at 13 Hampshire Lane, Boynton Beach, Palm Beach County, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these

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Articles 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 these 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, 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 in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or

service, and to render any other service or assistance it may lawfully do 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 every thing 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 set forth in these Articles, either alone or in association with other 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, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. 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 set forth in these Articles, 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.

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 reference to or inference from the terms of any other clause. They

shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing 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 Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF 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 IV**

#### **MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until her successor is elected and qualified are as follows: PATRICIA GINSBERG, 377 Main Street, West Haven, CT 06516.

### **ARTICLE V**

#### **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.

On the death, retirement, resignation, exclusion, 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 on unanimous consent of the remaining members.

#### **ARTICLE VI**

##### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the 2 members as follows: \$990.00 from Cepro, LLC, and \$10.00 from Patricia Ginsberg. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions according to the ratio of their capital contribution described above.

#### **ARTICLE VII**

##### **PROFITS AND LOSSES**

(a) Profit Sharing. 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 the distributive share of profits

specified as follows: according to ratio of capital contribution described in the preceding article.

The distributive share of 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, the month and day of the commencement date being October 10, 1996.

(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, or, if these sources are insufficient to cover such losses, by the members, according to the ratio of their capital contributions described above.

#### **ARTICLE VIII**

##### **DURATION**

This limited liability company shall exist until October 10, 2026 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE IX**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is as follows: Mailing address: 377 Main Street, West Haven, Connecticut 06516; Street Address: 13 Hampshire Lane, Boynton Beach, FL 33436; registered agent: Gary S. Blake, Esq., 1610 Southern Boulevard, West Palm Beach, FL 33406.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the

proposed Articles of Organization of Cepro South, L.C.

Executed by the undersigned at West Palm Beach, Palm Beach  
County, Florida, this 10 day of October, 1996.

Cepro, LLC, a Connecticut  
Limited Liability Company

By: Patricia Ginsberg

Patricia Ginsberg  
Patricia Ginsberg Member, Manager

STATE OF FLORIDA )

) SS.

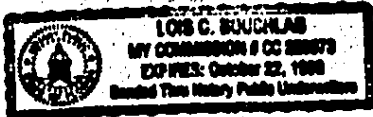
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 10  
day of October, 1996, by PATRICIA GINSBERG members, on behalf of  
CEPRO, LLC, a limited liability company, and individually. She is  
personally known to me or has produced a Driver's License is  
identification.

She    did    did not take an oath.

John C. Boucklas  
Notary Public

My Commission Expires:





**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

State of Florida                     )  
  ) SS.  
County of Palm Beach             )

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Cepro South, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$1,000.00.

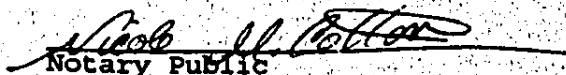
3. If any, the agreed value of the property other than cash contributed by the members is \$0. A description of the property is attached as Exhibit "A" and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
PATRICIA GINSBERG

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF PALM BEACH             )

The foregoing instrument was acknowledged before me this day of October, 1996, by PATRICIA GINSBERG members, on behalf of CEPRO SOUTH, L.C., a limited liability company. She is personally known to me or has produced a Driver's License as identification. She    did X did not take an oath.

  
Notary Public

My Commission Expires:



NICOLE M. COTTON  
My Commission CC418439  
Expires Oct. 23, 1998  
Bonded by HAI  
800-422-1558

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

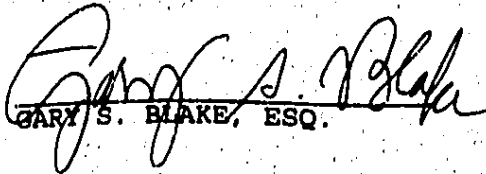
STATE OF FLORIDA                   )  
  ) SS.  
COUNTY OF PALM BEACH            )

Pursuant to the provisions of Sections 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 its registered office and registered agent in the State of Florida:

The name of the limited liability company is Cepro South, L.C.  
The name of the registered agent for Cepro South, L.C. is Gary S. Blake, Esq., and the street address of the company's principal office where the agent is located is 1610 Southern Boulevard, West Palm Beach, FL 33406.

This statement is to acknowledge that, as indicated above, Cepro South, L.C. has appointed me, Gary S. Blake, 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 company with the provisions of all states 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.

Dated: October 10, 1996.

  
GARY S. BLAKE, ESQ.

STATE OF FLORIDA                   )  
  ) SS.  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 10 day of October, 1996 by GARY S. BLAKE, ESQ., agent on behalf of Cepro South, L.C., a limited liability company. He is personally known to me or has produced a Driver's License as identification. He    did X did not take an oath.

My Commission Expires:

  
Notary Public



NICOLE M COTTON  
My Commission CC416431  
Expires Oct. 25, 1998  
Bonded by HAI  
800-422-1855

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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