

L97000000036



ACCOUNT NO. : 072100000032

REFERENCE : 208856 7114930

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Pajot*

ORDER DATE : January 2, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 208856-005

CUSTOMER NO: 7114930

500002049055--8

CUSTOMER: Warren A. Kirshenbaum, Esq  
KIRSHENBAUM & KIRSHENBAUM,  
PLLC  
342 Madison Avenue  
Suite 1002  
New York, NY 10173

DOMESTIC FILING

NAME: WHEBLE INTERNATIONAL, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

SECRET  
TALLAHASSEE, FLORIDA

FILED  
97 JAN -7 AM 11:20

RECEIVED  
97 JAN -7 PM 12:10  
DIVISION OF CORPORATION  
1-8-97  
KR

**ARTICLES OF ORGANIZATION**  
**FOR WHEBLE INTERNATIONAL, L.C.**

97 JAN -7 AM 11:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Following Articles of Organization are submitted pursuant to section 608.407, Florida Statutes:

**ARTICLE I -- NAME**

The name of the Limited Liability Company is Wheble International, L.C.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 2591 NE 55<sup>th</sup> Crt, # 206, Ft. Lauderdale, Florida, 33308.

**ARTICLE III -- DURATION**

The period of duration for the Limited Liability Company shall be for ninety-nine years from the date of filing, that is until January 6, 2096.

**ARTICLE IV -- MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

1. Gregory Wheble, of 2591 NE 55<sup>th</sup> Crt, # 206, Ft. Lauderdale, Florida, 33308;  
and
2. Annelie Wheble, of 2591 NE 55<sup>th</sup> Crt, # 206, Ft. Lauderdale, Florida, 33308.

**ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted without the written consent of the members herein, and no member shall have the power to confer upon a non-member any of the attributes of that member's interest in the Limited Liability Company, without the written consent of all the members herein, except as provided in the regulations of the Limited Liability Company.

#### **ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS**


The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, as defined in Section 608.441 of the Florida Statutes, which terminates the continued membership of a member in the Limited Liability Company shall be subject to the provisions of the regulations of the Limited Liability Company.

#### **ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent for the Limited Liability Company shall be:

Gregory Wheble  
2591 NE 55<sup>th</sup> Crt  
#206  
Ft. Lauderdale, Fl. 33308


Executed on the third day of January, 1997 by:

  
\_\_\_\_\_  
Warren A. Kirshenbaum, Esq.  
Authorized Representative/  
Attorney-in-Fact

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
(submitted pursuant to section 608.407(2), Florida Statutes)

The undersigned member or authorized representative of a member of Wheble International, LLC, 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 \$100.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.00. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$75,000.00.
5. The total amount of 2, 3, and 4 is \$75,100.00.

  
Authorized Representative

Signature of a member or authorized representative of a member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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 Wheble International, LLC.
2. The name and address of the registered agent and office is:

Gregory Wheble  
2591 NE 55<sup>th</sup> Crt  
# 206  
Ft. Lauderdale, FL. 33308

**FILED**  
97 JAN - 7 AM 11: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I 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 obligations of my position as registered agent.*

By: Gregory Wheble

1/3/97  
(Date)

(Filing fee: \$35 for Designation of Registered Agent)