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Transmittal Letter

Freida Chesser  
Corporate Specialist  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 23399

300002167193--5  
-05/06/97--01052--003  
\*\*\*215.00 \*\*\*215.00

Subject: **Blithefield & Company LLC**

Enclosed is an original and one copy of the Articles of Organization of the above-named Limited Liability Company and a check for \$215 (\$250.00 for the filing fee and certificate and \$35.00 for designation of Registered Agent less \$70.00 you are presently holding for my canceled registration of Blithefield and Company Inc.).

Kindly form this limited liability company for us. Please call me if you have questions involving the amount of the enclosed check.

Thank you.

*Robert C. Lau*

Robert C. Lau  
2901 South Bayshore Drive, #1E  
Miami, FL 33133

Telephone: 305-445-8776

FILED  
97 MAY -9 AM 9:49  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Transmittal Letter**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Blithefield & Company Incorporated

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the designation of the registered agent and the filing fee.

900002156059--5  
-04/28/97--01018--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Thank you.

*Robert C. Lau*

Robert C. Lau  
2901 South Bayshore Drive, #1E  
Miami, FL 33133

Telephone: 305-445-8776

MAY 9

wa 7-9884  
705



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**

**Secretary of State**

**April 29, 1997**

**ROBERT C LAU  
2901 SO BAYSHORE DR #1E  
MIAMI, FL 33133**

**SUBJECT: BLITHEFIELD & COMPANY INCORPORATED  
Ref. Number: W97000009884**

**We have received your document for BLITHEFIELD & COMPANY INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**Your document is being returned as requested.**

**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) 487-6904.**

**Freida Chesser  
Corporate Specialist**

**Letter Number: 797A00022167**

**FILED**

97 MAY -9 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Organization  
for  
Blithefield & Company LLC**

**ARTICLE I**

**Name**

The name of the Limited Liability Company is Blithefield & Company LLC.

**ARTICLE II**

**Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 2901 South Bayshore Drive, #1E, Miami, FL 33133.

**ARTICLE III**

**Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV**

**Managing Member**

The Managing Member who will manage the Limited Liability Company is:

Robert C. Lau, President  
2901 South Bayshore Drive, #1E  
Miami, FL 33133

**ARTICLE V**

**Admission of Additional Members**

Additional Members who make capital contributions prescribed by the Managing Member of the Limited Liability Company may be admitted.

## **ARTICLE VI**

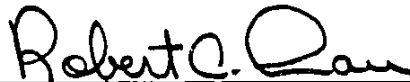
### **Members Rights to Continue Business**

The right 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 which terminates the continued membership of a member in the limited liability company shall be: the Limited Liability Company shall be reconstituted after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company unless 75% or more of the ownership of the limited liability company votes to discontinue the business.

### **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Blithefield & Company LLC deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash that has been contributed by Members is \$285.
- 3) The total amount of cash or property that has been contributed by members(s) is \$285.



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**Robert C. Lau**  
**Managing Member**

**Description of Property to be Contributed to Blithfield & Company LLC:**

\$10,000 in a bank account.

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

**FILED**

97 MAY -9 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 Blithefield & Company LLC.
2. The name and address of the registered agent and office is:

Robert C. Lau  
2901 South Bayshore Drive, #1E  
Miami, FL 33133

*Having been named as registered agent 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.*

Robert C. Lau  
ROBERT C. LAU, REGISTERED AGENT

4/28/97  
DATE