

L97000000504



RECEIVED

97 APR 23 AM 11:30

ACCOUNT NO. : 0072100000032
DIVISION OF CORPORATIONS
REFERENCE : TALLASSEE 7109387

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 285.00

ORDER DATE : April 3, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 318798-005

CUSTOMER NO: 7109387

~~7109387~~ 700002151937--9

CUSTOMER: Mr. Stephen Colangelo
MR. STEPHEN COLANGELO

5509 North Military Trail #515

Boca Raton, FL 33496

DOMESTIC FILING

NAME:

S.A.C. Supers
~~PRO-CAPITAL, LC~~

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: Warren Whittaker

EXAMINER'S INITIALS:

Dmc
5/9/97

FILED
97 APR 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00626.

01115 card & prop 5.
00502.
w97-9396

SN MAY - 2 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: PRO-CAPITAL, LC
Ref. Number: W97000009396

RECEIVED
97 MAY -1 PM 2:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

We have received your document for PRO-CAPITAL, LC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00020799



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 2, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

We have received your document for S.A.C EXPRESS, INC. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 997A00023045

RECEIVED
97 MAY -8 PM 2:41
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - NAME

The name of the Limited Liability Company is:

S.A.C. EXPRESS, LC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

5509 North Military Trail, #515, Boca Raton, Florida 33496

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be:

30 Years

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent is Corporation Service Company.

ARTICLE V - MANAGEMENT

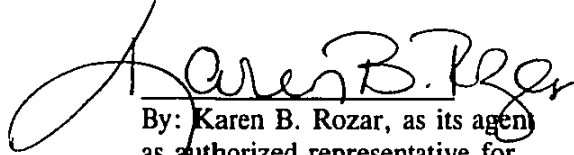
The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members(s) is/are:

Member: Stephen Colangelo
5509 North Military Trail, #515
Boca Raton, Florida 33496

The undersigned authorized representative of a member of S.A.C. EXPRESS, LC hereby executes these articles of organization on this 23rd Day of April 1997.

FILED
97 APR 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

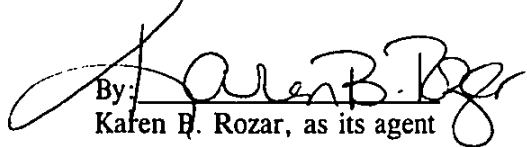


By: Karen B. Rozar, as its agent
as authorized representative for
Stephen Colangelo of
S.A.C. EXPRESS, LC

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY


By: Karen B. Rozar, as its agent

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97 APR 23 AM 10:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

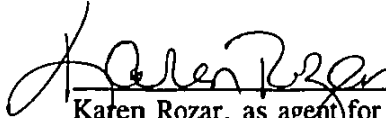
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

97 APR 23 AM 10:59

The undersigned member or authorized representative of a member of S.A.C. EXPRESS, LC deposes and says:
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0.
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0
- 5) the total amount of 2,3, and 4 is: 0 .



Karen Rozar, as agent for Corporation Service Company
in its capacity as authorized representative of a member
of S.A.C. EXPRESS, LC

924-222-5513 CSC

609 P02/02 APR 14 '97 16:24

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of S.A.C. EXPRESS, LC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 21 day of

APR 17, 1997

Gary I Vance
Witness
GARY I VANCE
Typed or Printed Name

Leah Adams
Witness
Leah Adams
Typed or Printed Name

Stephen Colangelo
Signature
Stephen Colangelo
Typed or Printed Name