L97000000531

FLEMING, HAILE & SHAW, P.A.
ATTORNEYS
THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100
Facsimile: (561) 622-7603

97 MAY 15 PM 2:59

May 14, 1997

Florida Department of State
Division of Corporations
Certification Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Signature Consultants, Inc. - Doc. No. P96000090432
Signature Consultants, L.L.C.

200002182872--6
-05/19/97--01079--028
****285.00 ****285.00

Dear Sir or Madam:

Enclosed is our firm check in the amount of $285.00 to cover the fees for filing the attached Articles of Organization of Signature Consultants, L.L.C., together with the Affidavit of Members and Capital Contributions, and the Acceptance by FHS Corporate Services, Inc. as registered agent and office for the Company.

Our client, Jay L. Cohen, previous formed Signature Consultants, Inc. on November 4, 1997 and filed a subsequent amendment to the Articles on February 11, 1997. Signature Consultants, Inc. will become a member of Signature Consultants, L.L.C. upon the effective date of the filing of the Articles of Organization of the L.L.C. Therefore, there should be no problem with the similarity of the names of these entities since our client is the President of Signature Consultants, Inc. and has executed the Articles of Organization of the L.L.C. as the President of Signature Consultants, Inc., the incorporating member of Signature Consultants, L.L.C.

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97 MAY 15 AM 11:08

We appreciate your cooperation and assistance in this matter.

MAY 15 1:35

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: Christy L. Swendsen
Christy L. Swendsen,
Legal Assistant

Enclosures

FILED

97 MAY 15 PM 2:39

ARTICLES OF ORGANIZATION
OF
SIGNATURE CONSULTANTS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

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

ARTICLE II -- 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 for a period of thirty (30) years unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSE

The business purpose of the Company shall be:

(a) To accomplish any lawful business whatsoever, or which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its assets.

(b) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Florida Act.

(c) To engage in all activities necessary, customary, convenient or incident to any of the foregoing.

ARTICLE IV -- PRINCIPAL OFFICE

The mailing address of the principal office of the Company shall be 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

Prepared By:
Oren S. Tasini; Fla. Bar No. 0766097
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408
(561) 627-8100

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is FHS Corporate Services, Inc., 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

ARTICLE VI -- 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 VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, expulsion, 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 its managers in accordance with the 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 managers whos are to serve as managers of the Company until the first annual meeting of members or until their sucessors are elected and qualified are:

NAME	ADDRESS
Jay L. Cohen	Avion Corporate Center Suite 207 2200 W. Commercial Blvd. Ft. Lauderdale, Florida 33309

Prepared By:
Oren S. Tasini; Fla. Bar No. 0766097
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408

Steven Drooker | 303 Greenwood Street
Newton, Massachusetts 02159

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Palm Beach, Florida, on this 9 day of May, 1997.

SIGNATURE CONSULTANTS, INC.,
a Florida corporation

By: ______________________
Jay L. Cohen,
Its President

ACKNOWLEDGMENT

STATE OF FLORIDA
SS:
COUNTY OF PALM BEACH

BEFORE ME personally appeared Jay L. Cohen: ☐ who produced the following identification Fl. Drivers License; ☐ who is personally known to me; and who acknowledged before me that he is the President of Signature Consultants, Inc., the Corporation named in the foregoing Articles of Organization, and that he executed the same on behalf of the Corporation as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at Palm Beach, Florida, this 9 day of May, 1997.

SEAL: STATE OF FLORIDA NOTARY PUBLIC
ADELE KUZNETZ
My Comm Exp. 12/20/98
Bonded By Service Ins
No. CC419856
[ ] Personally Known [✓] Other I.D.

____
Notary Public

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Prepared By:
Oren S. Tasini:Fla Bar No. 0766097
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408
(561) 627-8100

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

Name	Capital Contribution
Signature Consultants, Inc., a Florida corporation	$1,000.00
Steven Drooker	$ 500.00
Drooker 1997 Irrevocable Trust	$ 500.00
Total:	$2,000.00

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Prepared By:
Oren S. Tasini; Fla. Bar No. 0766097
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408
(561) 627-8100

<u>AFFIDAVIT</u>

The undersigned member of SIGNATURE CONSULTANTS, L.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 $2,000.00.

3. The agreed value of property other than cash contributed by the members is $0.

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

THE AFFIANT SAYS NOTHING FURTHER.

Dated: May 9, 1997.

SIGNATURE CONSULTANTS, INC.,
a Florida corporation

By: ________________________
Jay L. Cohen,
Its President

ACKNOWLEDGMENT

STATE OF FLORIDA
SS:
COUNTY OF PALM BEACH

BEFORE ME personally appeared Jay L. Cohen: ☐ who produced the following identification FL. Drivers License; ☐ who is personally known to me; and who acknowledged before me that he is the President of Signature Consultants, Inc., a Florida corporation and the Affiant named in the foregoing instrument, and that he executed the same on behalf of the Affiant as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at Palm Beach, Florida, this 9 day of May, 1997.

SEAL: STATE OF FLORIDA NOTARY PUBLIC
ADELE KUZNETZ
My Comm Exp. 12/20/98
Bonded By Service Ins
No. CC419856
[ ] Personally Known [ ] Other I.D.

____
Notary Public

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Prepared By: Oren S. Tasini; Fla. Bar No. 0766097
Fleming, Haile & SHaw, P.A., 11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408 (561) 627-8100

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. We are familiar with, and accept, the obligations of, Section 607.0507 of the Florida Statutes.

FHS CORPORATE SERVICES, INC., a
Florida corporation

By: [signature]
Oren S. Tasini, Its Secretary

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97 MAY 15 PM 2:39

ACKNOWLEDGMENT

STATE OF FLORIDA
SS:
COUNTY OF PALM BEACH

BEFORE ME personally appeared Oren S. Tasini: ☐ who produced the following identification ____________________; ☒ who is personally known to me; and who acknowledged before me that he is the person named in the foregoing Acceptance by Registered Agent, and that he executed the same as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 8th day of May, 1997.

SEAL:

JACQUELIN PHILLIPS-JENKINS
MY COMMISSION # CC 481489
EXPIRES: November 20, 1999
Bonded Thru Notary Public Underwriters

[signature]
Notary Public

Prepared By: Oren S. Tasini; Fla. Bar No. 0766097
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408 (561) 627-8100

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