

# L 97000000701

## TRANSMITTAL LETTER FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: EARTHZONE BROWARD FLORIDA, L.C.

000002223200--3  
-06/25/97-01113--006  
\*\*\*\*293.75 \*\*\*\*293.75

Enclosed is an original and one (1) copy.

Enclosed is one check made payable to the Florida Department of State for **\$293.75** for the filing fees for the articles of organization of this Florida Limited Liability Company as follows:

\$250.00	Filing fee for Articles of Organization and Affidavit
\$ 35.00	Designation of Registered Agent
\$ 8.75	Certificate of Status
<b>\$293.75</b>	<b>TOTAL</b>

Please issue a letter of acknowledgment upon filing.

FROM: Dyanna Jamiel  
(Name)  
  
1400 N.W. 122nd Ave.  
(Address)  
  
Ft. Lauderdale, FL 33323-2426  
(City, State, Zip)  
  
(954) 370-1986  
(Daytime Telephone Number)

97 JUN 26 PM 8:45  
FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DYANNA JAMIEL GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT SUFFIX  
DATE 6-27-97  
DOC. EXAM. R. PURVIS

EP  
27-97

## **ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

### **ARTICLE I - Name:**

The name of the Limited Liability Company is:  
**EARTHZONE BROWARD FLORIDA, L.C.**

### **ARTICLE II - Address:**

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

**1400 N.W. 122nd Ave. Ft. Lauderdale, FL 33323-2426**

### **ARTICLE III - Duration:**

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

### **ARTICLE IV - Management**

The Limited Liability company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

**Harvey A. Birnholz 301 Dunwoody Lane Hollywood, FL 33021**

**and**

**Dyanna Jamiel 1400 N.W. 122nd Ave. Ft. Lauderdale, FL 33323**

### **ARTICLE V - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Up to 85 total members may be admitted based upon total capital contributions of up to but not to exceed \$997,500.00.

### **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 event which terminates the continued membership of a member in the limited liability company shall be:

Remaining members shall have the right to continue with their normal course of business in perpetuity and shall have the right but not the obligation to purchase terminated member's equity at a mutually agreeable price. EARTHZONE BROWARD FLORIDA, L.C. shall have first right of refusal to match any offer made by any third parties to purchase terminated member's equity and EARTHZONE BROWARD FLORIDA, L.C. shall have 30 days to match or refuse any such offer to purchase.

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## DESCRIPTION OF PROPERTY CONTRIBUTED OTHER THAN CASH

Contributions made to **EARTHZONE BROWARD FLORIDA, L.C.** are as follows:

1) EARTHZONE HOLDING CORPORATION has received 126 Voting Units and 109 Non-Voting Units for a total of 235 units for conveying the rights to its name, trademark, designs, concepts, plans, advertising, television and radio programming and affiliations to the Limited Liability Company.

Total agreed value is \$1,233,750.

2) National Business Opportunity Consultants, Inc., managers, recruiters and those involved in sales of Units will receive up to 45 Non-Voting Units for organizing costs, consulting, promotion, marketing and operations.

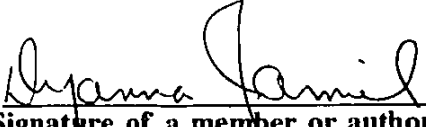
Total agreed value is \$ 236,250.

Total agreed value of property other than cash contributed by member(s) is \$1,470,000.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **EARTHZONE BROWARD FLORIDA, L.C.** deposes and says:

- 1) the above named liability company has at least two members
- 2) the total amount of cash contributed by the members is \$1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$1,470,000  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$997,500
- 5) the total amounts of 2, 3, and 4 is \$2,468,500

  
\_\_\_\_\_  
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 SUBMITS THE FOLLOWING STATEMENT IS DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **EARTHZONE BROWARD  
FLORIDA, L.C.**

2. The name and address of the registered agent and office is:

Dyanna Jamiel

1400 N.W. 122nd Ave.

Fl. Lauderdale, FL 33323-2426

*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.*

*Dyanna Jamiel*  
(Signature)

*June 24, 1997*  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

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