

07/29/97

11:20

1 305 379 232

M S & G

0001

L97000000814

7/28/97

5:44 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

RE-FAX 7/29/97

((H97000012310 3))

TO: DIVISION OF CORPORATIONS  
(850) 922-4001 *ATTN BOBBIE*

FAX #:

FROM: MISHAN, SLOTO, & GREENBERG, P.A.  
073330003137

ACCT#:

CONTACT: JAMES R SLOTO  
PHONE: (305) 379-1792

FAX #:

(305) 379-2328

NAME: TONY RISO ACQUISITION COMPANY, L.C.

AUDIT NUMBER.....H97000012310

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE... \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

~~CONSENT TO USE OF NAME ATTACHED~~

SEE REVISION AT ARTICLE VI, FIRST  
SENTENCE.

THANK YOU.

FILED  
97 JUL 29 PM 1:51  
TALAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

July 29, 1997

MISHAN, SLOTO & GREENBERG

SUBJECT: TONY RISO ACQUISITION COMPANY, L.C.  
REF: W97000017372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

PLEASE GIVE ME A CALL, THANKS BOBBIE

Please return the original and one copy of 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 (850) 487-6922.

Bobbie Cox FAX Aud. #: B97000012310  
Senior Corporate Section Administrator Letter Number: 697A00038074

07/29/97 11:20 1 305 379 2328

M S & G

0003

Fax Audit No. H970000123103

**ARTICLES OF ORGANIZATION  
OF  
TONY RISO ACQUISITION COMPANY, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I**

**NAME**

The name of the limited liability company is TONY RISO ACQUISITION COMPANY, L.C.

**ARTICLE II**

**DURATION AND EFFECTIVE DATE**

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State and shall terminate on July 25, 2035, unless extended by the members, or shall terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

Fax Audit No. H970000123103  
This instrument prepared by:  
ANA C. HARRIS, ESQUIRE  
Florida Bar No: 705403  
MISHAN, SLOTO & GREENBERG, P.A.  
200 S. Biscayne Blvd., Suite 2350  
Miami, FL 33134  
(305) 379-1792

FILED  
97 JUL 29 PM 1:51  
TALLAHASSEE, FLORIDA

Fax Audit No. H970000123103ARTICLE IIIPURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE IVADDRESS

The mailing and street address of the principal office of the limited liability company is 17070 Collins Avenue, Suite 263, Miami Beach, Florida, 33160.

ARTICLE VINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Blvd., Suite 2350, Miami, Florida 33131, and the name of the registered agent of this company at that address is Mishan, Sloto, Greenberg & Hellinger, P.A.

ARTICLE VICAPITAL CONTRIBUTIONS

The Company has at least two members. The total amount of cash and a description and agreed value of property other than cash contributed by the members is: \$800,000.00 cash. No additional contributions are anticipated, other than as set forth in this Article.

ARTICLE VIIADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Manager, upon the written application of such new member.

ARTICLE VIIIRIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement,

07/29/97 11:21 31 305 379 2328

M S & G

005

07/29/97 18:01

5185845138

Young Israel W

01

07/28/97 18:40 31 305 379 2328

M S & G

002

Fax Audit No. H97000012310 3

the continued membership of a member in the company.

#### ARTICLE IX

##### MANAGEMENT OF COMPANY

The business of the Company shall be managed by a Manager. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until his successor is elected and qualified, is:

Benjamin Atkin  
17070 Collins Avenue  
Suite 263  
Miami Beach, Florida 33160

#### ARTICLE X

##### TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this company may only be transferred or assigned if the Manager approves of such transfer or assignment. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 24 day of July, 1997.

  
Benjamin Atkin

##### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

07/29/97 11:22 1 305 379 2328

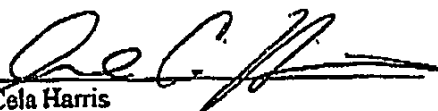
M S & G

0006

Fax Audit No. H970000123103

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 28 day of July, 1997.

MISHAN, SLOTO, GREENBERG & HELLINGER P.A.

  
Ana Cela Harris

F:\DATA\ATKINS\ARTICLE.ORG

FILED  
97 JUL 29 PM 1:51  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Fax Audit no. H970000123103

07/29/97 11:22 01 305 379 2328

H S & G

007

From: Benjamin Atkin To: Remote retrieval

Date: 7/29/97 Time: 5:30:04 PM

Page 7 of 7

07/29/97 17:02 01 305 379 2328

H S & G

008

CONSENT TO USE OF A CORPORATE NAME

I, BENJAMIN ATKIN, the incorporator and director of the corporation named "TONY RISO ACQUISITION CORP." under document number P97000043007, have consented to the use of that corporate name to a new limited liability company in order to incorporate the same

Dated this 28<sup>th</sup> day of July, 1997.

  
Benjamin Atkin, Incorporator/Director

97 JUL 29 PM 1:51  
TALLAHASSEE, FLORIDA

PIADATA@TKINRISO.COM

FAX AUDIT NO. 97000012310 3