

**ALBRECHT  
INVESTMENTS, L.L.C.  
2913 Coral Shores Dr.  
Ft. Lauderdale, FL 3330**

October 3, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
97 OCT 24 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir / Madame,

Enclosed are the Articles of Organization and Operation and Participation Agreement for ALBRECHT INVESTMENTS, L.L.C.. Attached is a check for \$302.50 (\$250.00 for filing fee & \$52.50 certified copy) for said L.L.C..

Thank you for your assistance.

*\$285.00  
\$250.00*

Sincerely,

*Ralph Albrecht*

Ralph Albrecht  
Manager, Albrecht Investments, L.L.C.

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-10/06/97--01074--001  
\*\*\*\*302.50 \*\*\*\*302.50

*CM*

*W97000022919*

100002331111--0  
-10/28/97--01014--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 7, 1997

RALPH ALBRECHT  
2913 CORAL SHORES DR.  
FT. LAUDERDALE, FL 3330

SUBJECT: ALBRECHT INVESTMENTS, L.L.C.  
Ref. Number: W97000022919

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TALLAHASSEE, FLORIDA

We have received your document for ALBRECHT INVESTMENTS, L.L.C. and check(s) totaling \$302.50. However, your check(s) and document are being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 997A00049182

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: **ALBRECHT INVESTMENTS, L.L.C.**  
(Proposed limited liability company name - must include suffix)

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Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.  
**Please send one check for the total amount made payable to the Florida Department of State.**

FROM: **RALPH ALBRECHT**  
Name (Printed or typed)

**2913 CORAL SHORES DR.**  
Address

**FT. LAUDERDALE, FL. 33306**  
City, State & Zip

**(954) 565-7459**  
Daytime Telephone number

**CHECK ATTACHED FOR :**

**\$ 250.00 FILING FEE FOR ARTICLES OF ORGANIZATION  
and AFFIDAVIT  
\$ 52.50 CERTIFIED COPY  
\$ 302.50 TOTAL AMOUNT OF ENCLOSED CHECK**

ARTICLES OF ORGANIZATION  
OF  
ALBRECHT INVESTMENTS, L.L.C.  
"A Limited-Liability Company"

We, the undersigned, having associated ourselves together for the purpose of forming a Limited-Liability Company under the Limited-Liability Company Laws of the State of Florida, do hereby certify:

I

The name of the Limited-Liability Company is ALBRECHT INVESTMENTS, L.L.C., A Limited-Liability Company.

II

The principal office or place of business of this Limited Liability Company is 2913 Coral Shores Drive, Fort Lauderdale, Florida 33306. This Limited-Liability Company may have other offices at such other places, as the MEMBERS shall designate and as the business of the Limited-Liability Company may require. (Same mailing address)

III

The Limited-Liability Company shall commence on the date of filing with the Secretary Of State and shall continue for Thirty (30) years from the date thereof.

IV

The purpose for which the Company is organized is to promote, arrange and/or conduct financial transactions; to fund and operate business interests for a profit; and, to act as agent or representative for business interests and/or Real and personal property acquired by purchase or a contractual relationship. The Company may do all things necessary, in the MEMBER'S opinions, and not prohibited by this Agreement or any law, to accomplish their purpose.

V

The manager for service of process for this Limited-Liability Company is:  
Ralph Albrecht, Jr., 2913 Coral Shores Drive, Fort Lauderdale, Florida, 33306.

Articles of Organization  
ALBRECHT INVESTMENTS, L.L.C.  
A Limited-Liability Company

Page 1 of 8 Pages

## VI

The MEMBERS of this Limited-Liability Company may admit additional MEMBERS. The terms and conditions of admission are:

1. Any MEMBER may assign part or all of their Company interest to one or more other MEMBERS without the consent of any MEMBER not a party to such transaction;
2. Any MEMBER may assign part or all of their Company interests to any person not a MEMBER provided they first obtain the consent of the remaining MEMBERS; or a special provision is adopted by the MEMBERS.
3. Additional persons may be admitted to membership in this Limited-Liability Company at any time upon their acceptance of the terms of this agreement and upon the written consent of all the MEMBERS.
4. The MEMBERS herein will stipulate to divide the income and profits of this Limited-Liability Company according to its Operating Agreement pursuant to the Florida Revised Statutes, Section 86.341.

## VII

The remaining MEMBERS of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of the MEMBER, or any other event which terminates the continued membership of a MEMBER of the Company. The terms and conditions of dissolution are:

1. The Company shall be dissolved only upon the occurrence of any of the following events;
  - a. A written agreement to dissolve the Company by MEMBERS owning a majority of the then outstanding Company interests;
  - b. The bankruptcy or dissolution (except by way of merger consolidation or corporate organization or reorganization) or death, insanity, retirement of a MEMBER, provided that in such event, the MEMBERS owning more than 50% of the then outstanding interests may decide to continue the business, proceeding as set forth in Section VII (5);

- c. The Thirty (30) year statutory life of the Company has expired; or
  - d. The entry of a dissolution decree or judicial order by a Court of competent jurisdiction or by operation of law.
2. Upon Dissolution and Final Termination, the MEMBERS shall immediately "wind-up" the affairs of the Company, and shall distribute to the MEMBERS or sell all Company assets as promptly as is consistent with obtaining to the extent possible, the full fair value. The proceeds from liquidation of Company assets shall be applied in the following order:
- a. Payment of all liabilities, including all costs of dissolution, subject to the right of the Company to set up cash reserves to meet any unsatisfied liabilities or obligations of the company;
  - b. Payment to MEMBERS for unpaid compensation for services and reimbursement for expenses or liabilities incurred for the Company;
  - c. Payment to MEMBERS for the credit balances in their drawing accounts;
  - d. Payments to MEMBERS of credit balances in their capital accounts; and
  - e. Distribution of all remaining assets and funds ratably to the MEMBERS.
3. Upon Voluntary Dissolution, the MEMBERS shall continue to share profits and losses during the period of liquidation in the same proportions as before dissolution.
4. Any gain or loss on disposition of Company properties in liquidation shall; be credited or charged, respectively, to the MEMBERS in proportion to their interest in profits or losses. All properties distributed to MEMBERS in kind shall be treated as though the properties were sold at fair market value and the proceeds distributed. Any differences between the value of property distributed in kind and the respective basis on the Company books shall be treated as a gain or loss on sale of property and shall be credited or charged to the MEMBERS in proportion to their interest in profits and losses.

5. A MEMBER desiring to withdraw or resign from the Company, or the personal representative of a MEMBER, who has become insane or died, may:

- a. Make a written offer to sell the withdrawing MEMBER'S interest in the Company to any other MEMBER, specifying in detail the price he expects to receive and the terms of payment. The MEMBER receiving the offer shall respond in writing within twenty (20) days after receipt of the offer;
- b. Make a written offer to sell the withdrawing MEMBER'S interest back to the Company for a price equal to the net credit balance in the respective capital and drawing accounts. Upon acceptance of such offer, the Company may pay the agreed price 20% down and 20% per calendar quarter, including interest at the then commercial bank prime rate, until the entire amount is paid; or
- c. Sell the withdrawing MEMBER'S interest to another person not then a MEMBER in the Company, but only after having first offered to the other MEMBERS in the Company as follows:
  - (i) Written notice shall be given to each remaining MEMBER of the offer to sell the withdrawing MEMBER'S interest, including a copy of the written offer of a prospective purchaser to buy the interest. This offer shall be complete in all details of purchase price and terms of payment. The MEMBER selling the interest shall certify that the offer is genuine and in all respects what it purports to be.
  - (ii) The remaining MEMBERS shall have twenty (20) days, during which period, one or more of the remaining MEMBERS may choose to buy any part or all of the offered interest at a price and terms proportioned to the price and terms contained in the offer.
  - (iii) If the individual MEMBERS do not exercise the option to buy the offered interest, the person selling the interest shall be free to sell whatever portion remains to the prospective purchaser for the price, and on the terms contained in the certified offer.

VIII

The MEMBERS and Managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Company.

IX

The day-to-day business of the Company shall be conducted by a manager elected by the members. The approval of any two (2) of the MEMBERS shall be required to incur any debt, obligation, or liability on the part of the Company. The name and address of the initial manager is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph William Albrecht, Jr.	2913 Coral Shores Drive Fort Lauderdale, FL 33306

The number of managers of the Company may from time to time be increased or decreased as determined by the holders of Fifty One (51%) per cent of the membership units as defined in the Operating Agreement.

Only the managers may act on behalf of the Company.

The MEMBERS may hire a Manager under separate contract, the terms, conditions, duties and compensation for said Manager are to be mutually agreed to by all MEMBERS at the time such Manager is appointed by the MEMBERS. The Manager may be appointed specifically by the then MEMBERS or may be appointed by a person other than a MEMBER who is authorized to hire for that position as determined by the MEMBERS.

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MEMBER  
ALBRECHT INVESTMENTS, L.L.C.  
"A Limited Liability Company"

ADDRESS

2913 Coral Shores Drive  
Fort Lauderdale, FL 33306

Ralph Albrecht, Jr.  
Ralph Albrecht, Jr., Member

Dated this 1<sup>st</sup> day of OCTOBER, 1997

STATE OF FLORIDA )

) ss

COUNTY OF )

N/A

On this day \_\_\_\_\_ of \_\_\_\_\_, 1997 before me, the undersigned, personally appeared said Ralph Albrecht, Jr., personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and office seal.

\_\_\_\_\_  
Notary Public in and for said State

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7 OCT 24 PM 1:49  
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ALBRECHT

MEMBER

INVESTMENTS, L.L.C.

"A Limited Liability Company"

ADDRESS

216 Rosalind Avenue

Gloucester, NJ 08030

Pamela Renee Albrecht-Becker  
Pamela Renee Albrecht-Becker, Member

Dated this 12 day of September, 1997

STATE OF New Jersey )

COUNTY OF Canden ) ss

On this day 12 of Sept, 1997 before me, the undersigned, personally appeared said Pamela Renee Albrecht-Becker, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and office seal.

Betty Smith

Notary Public in and for said State

BETTY SMITH

NOTARY PUBLIC OF NEW JERSEY

My Commission Expires March 15, 1999

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TALLAHASSEE, FLORIDA

ALBRECHT

Articles of Organization

INVESTMENTS, L.L.C.

A Limited-Liability Company

MEMBER  
ALBRECHT INVESTMENTS, L.L.C.  
"A Limited Liability Company"

ADDRESS

2913 Coral Shores Drive  
Fort Lauderdale, FL 33306

*ANA Ralph Albrecht*

Ashley Nicole Albrecht, Member by  
Ralph Albrecht, Jr. (Guardian) *FATHER*

Dated this 1<sup>st</sup> day of OCTOBER, 1997

STATE OF FLORIDA

COUNTY OF

)  
) ss  
)

*N/A*

On this day \_\_\_\_\_ of \_\_\_\_\_, 1997 before me, the undersigned, personally appeared said Ralph Albrecht, Jr., Guardian for Ashley Nicole Albrecht personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and office seal.

\_\_\_\_\_  
Notary Public in and for said State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Organization  
ALBRECHT INVESTMENTS, L.L.C.  
A Limited-Liability Company

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the limited liability company is: ALBRECHT INVESTMENTS, L.L.C.

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

RALPH ALBRECHT  
(NAME)

2913 CORAL SHORES DR.  
2913 (P. O. Box NOT ACCEPTABLE)

FT. LAUDERDALE FL. 33306  
(CITY/STATE/ZIP)

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*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.*

Ralph Albrecht  
(SIGNATURE)

10/21/97  
(DATE)

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

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of ALBRECHT INVESTMENTS, L.L.C. deposes and says

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- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100<sup>00</sup>
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
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 \$ 0
- 5) the total amounts of 2, 3 and 4 is \$ 100<sup>00</sup>



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.)

THE STREET AND MAILING ADDRESS  
FOR THE PRINCIPAL OFFICE OF ALBRECHT  
INVESTMENTS, L.L.C. IS 2913 CORAL  
SHORES DR., FORT LAUDERDALE, FLORIDA 33306.



RALPH ALBRECHT MANAGER