

L97000001396

Law Offices

Michael J. Freedman

PROFESSIONAL ASSOCIATION

Michael J. Freedman  
Linda M. Michaels

300 East Madison Street  
Second Floor  
Tampa, Florida 33602

Telephone (813) 229-6925  
Telecopier (813) 221-8501

November 18, 1997

BY AIRBORNE EXPRESS

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

900002351809--6  
-11/19/97--01059--002  
\*\*\*\*337.50 \*\*\*\*337.50

Re: QUAD PROPERTIES, L.C.

Gentlemen:

Enclosed please find the following documents relating to the above-named limited liability company:

1. The original and one copy of the Articles of Organization.
2. The original and one copy of a Certificate Designating Registered Agent.
3. The original and one copy of an Affidavit of Membership and Contributions of Limited Liability Company.

Please file the original Articles, Certificate Designating Registered Agent and Affidavit, and thereafter return to this office a certified copy of the Articles of Organization.

Also enclosed is this firm's check in the amount of \$337.50, representing the filing fee of \$250.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

W97-26389 Sincerely yours,

Name	Michael J. Freedman
Availability	MICHAEL J. FREEDMAN
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Enclosures

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December 9, 1997

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

ATTN: Diane Cushing

Re: QUAD PROPERTIES, L.C., REF # W97000026389

Dear Ms. Cushing:

Enclosed please find a copy of Letter Number: 497A00056045 dated November 24, 1997 from Tammi Cline, Document Specialist, together with the following documents relating to the above-named limited liability company:

1. The original and one copy of the Articles of Organization.
2. The original and one copy of an Affidavit of Membership and Contributions of Limited Liability Company.
3. The original and one copy of an Attachment to Affidavit of Membership and Contributions of Limited Liability Company, which attachment describes the property other than cash to be contributed by members.
4. The original and one copy of a Certificate Designating Registered Agent.

Please file the original Articles, the Affidavit, and the Certificate Designating Registered Agent, and thereafter return to this office a certified copy of the Articles of Organization.

Your letter confirms that you have received this firm's check in the amount of \$337.50, representing the filing fee of \$250.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

  
MICHAEL J. FREEDMAN

MJF:sms

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 24, 1997

MICHAEL J FREEDMAN  
300 EAST MADISON STREET, 2ND FLOOR  
TAMPA, FL 33602

SUBJECT: QUAD PROPERTIES, L.C.  
Ref. Number: W97000026389

We have received your document for QUAD PROPERTIES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

A description of the property must be included.,

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 497A00056045

ARTICLES OF ORGANIZATION

OF

QUAD PROPERTIES, L.C.

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company is QUAD PROPERTIES, L.C. (the "Company").

ARTICLE II

DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 12108 N. 56th Street, Tampa, Florida 33617.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is QUAD RENTING, INC., a Florida corporation, and the street address of the initial registered agent of the Company is 12108 N. 56th Street, Tampa, Florida 33617.

#### ARTICLE V

##### ADDITIONAL MEMBERS

Additional members to the Company may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer.

#### ARTICLE VI

##### TERMINATION OF MEMBERSHIP

Upon the death, legal disability, 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 in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

#### ARTICLE VII

##### MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager in accordance with

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the Company's regulations. The name and address of the initial manager of the Company are:

Quad Renting, Inc.  
12108 N. 56th Street  
Tampa, Florida 33618

L67314

ARTICLE VIII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being all of the members of the Company, have executed these Articles of Organization effective as of the 18<sup>th</sup> day of November, 1997.

QUAD RENTING, INC.

By: Heidi R. Bekiempis  
HEIDI R. BEKIEMPIS, Vice President

Heidi R. Bekiempis  
HEIDI R. BEKIEMPIS

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DEC 15 AM 10:5  
CLERK OF DISTRICT COURT  
TAMPA, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 18<sup>th</sup> day of November, 1997, before me personally appeared HEIDI R. BEKIEMPIS, individually and as Vice President of Quad Renting, Inc., a Florida corporation, known to me to be the person who executed the foregoing Articles of Organization, and she acknowledged before me that she executed the same for the purposes expressed therein and pursuant to authority vested in her by said corporation.

  
NOTARY PUBLIC  
My commission expires:



MICHAEL J. FREEDMAN  
My Commission CC381222  
Expires Apr. 21, 1998  
Bonded by ANB  
800-852-5878

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY

The undersigned member of Quad Properties, L.C., a Florida limited liability company, 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 \$1,000.00;

3. If any, the agreed value of property other than cash contributed by members is \$553,000.00; and

4. The total amount of cash or property anticipated to be contributed by members is \$554,000.00

Executed this 18th day of November, 1997.

*Heidi R. Bekiempis*  
HEIDI R. BEKIEMPIS  
Member

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SECRETARY OF STATE  
ALLAH, FLORIDA

(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, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: QUAD

Properties, L.C.

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

Quad Renting, Inc., a Florida corporation  
(NAME)

12108 N. 56th Street  
(ADDRESS -- P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33617  
(CITY/STATE/ZIP)

QUAD RENTING, INC., a Florida  
corporation

By: Heidi R. Bekiempis  
HEIDI R. BEKIEMPIS  
Vice President

TITLE Manager

DATE November 18, 1997

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.

QUAD RENTING, INC., a Florida  
corporation

By: Heidi R. Bekiempis  
HEIDI R. BEKIEMPIS  
Vice President

TITLE Manager

DATE November 18, 1997

REGISTERED AGENT FILING FEE: \$35.00

Attachment to Affidavit of Membership and  
Contributions of Limited Liability Company

The property other than cash which is anticipated to be contributed by members of Quad Properties, L.C. will be investment/rental property in Hillsborough County, Florida, the estimated value of which will be approximately \$553,000.00.

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TALLAHASSEE, FLORIDA