

L98000000248

LA OFFICES
CARL G. SANTANGELO
PROFESSIONAL ASSOCIATION,
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 561-3040
FACSIMILE (954) 563-2546

98 MAR -2 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

February 9, 1998

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

700002431227--7
-02/16/98--01053--001
****337.50 ****302.50

Re: SAFE, L.C.

CM

~~698-3688~~

Dear Sir/Madam:

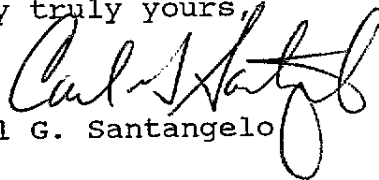
Enclosed herewith please find an original and duplicate original of the Articles of Organization for the captioned company. Also enclosed please find our firm's check in the sum of \$337.50 representing the following:

| | |
|------------------|--------------|
| Filing fees | \$250.00 |
| Certified copy | 52.50 |
| Registered Agent | |
| Designation | <u>35.00</u> |
| | \$337.50 |

Once the Articles have been filed, please return the certified copy in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,


Carl G. Santangelo

CGS:jd
Enc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1998

CARL G. SANTAGELO, P.A.
3000 N. FEDERAL HIGHWAY, BUILDING TWO
SUITE 200
FORT LAUDERDALE, FL 33306

SUBJECT: SAFE, L.C.
Ref. Number: W98000003620

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We have received your document for SAFE, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 698A00009303

**ARTICLES OF ORGANIZATION
OF
SAFE ENTERPRISES, L.C.**

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The undersigned, for the purpose of forming a limited liability company, in accordance with Section 608.407, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I: NAME

The name of the limited liability company is: **SAFE ENTERPRISES, L.C.**

ARTICLE II: PRINCIPAL OFFICE

The principal office of the company and the mailing address of the principal office of the company is 3000 N. Federal Highway, Suite 200, Fort Lauderdale, Florida 33306.

ARTICLE III: DURATION

The duration of the limited liability company is perpetual. The date and time of the commencement of limited liability company's existence is when the Articles of Organization are received in the office of the Secretary of State.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3000 N. Federal Highway, Suite 200, Fort Lauderdale, Florida, 33306, and the name of the initial registered agent of the corporation at that address is CARL G. SANTANGELO, ESQ.

ARTICLE V: ADDITIONAL MEMBERS

The admission of any additional member of the Limited Liability Company shall be permitted only if each member consents, in writing, to the admission of the additional member.

ARTICLE VI: MANAGEMENT RESERVED TO MEMBERS

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

CARL G. SANTANGELO
3000 N. Federal Highway, #200
Fort Lauderdale, Florida 33306

ANGEL T. FRANCO
1492 E. Broward Blvd., Suite A
Fort Lauderdale, Florida 33301

OLGA W. SANTANGELO
3000 N. Federal Highway, #200
Fort Lauderdale, Florida 33306

MARY HELEN FRANCO
1492 E. Broward Blvd., Suite A
Fort Lauderdale, Florida 33301

ARTICLE VII: DISSOLUTION

I. Dissolution Upon the Occurrence of Specified Events: The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- a. The retirement, death, insanity, dissolution or withdrawal of all of the Managing Members;
- b. The filing of an involuntary Petition in bankruptcy against all of the Managing Members if such petitions are not dismissed within ninety (90) days of the date of filing;
- c. The expiration of the fixed term of the Company;
- d. The disposition of all Company properties;
- e. Any affirmative vote of all the members and all of the Managing Members to terminate the Company;
- f. Any other event that would cause a dissolution under the Florida Limited Company law;
- g. In the event of a dissolution caused by an occurrence specified in (a) or (b) above, against some but not all of the Managing Members, the Company shall continue. In the event of a dissolution caused by an occurrence specified in (a) or (b) above against all of the Managing Members, if counsel (which is acceptable to a majority in interest of the Members) shall have delivered to the Company an opinion, in substance satisfactory to such Members, that neither the grant nor the exercise of the powers of the Members by consenting to continue the Company and elect a new Managing Member will adversely affect (i) the limited liability status of a Member, or (ii) the tax status of the Company, then upon an affirmative vote of the majority in interest of Members such business shall be continued and a new Managing

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Member elected, conditioned on the new Managing Member accepting all responsibilities and releasing the departing Managing Members from all liabilities, in form satisfactory to those persons.

- h. The retirement, death, insanity, disability, bankruptcy, dissolution or liquidation of a Member shall not dissolve the Company, nor shall the transfer of a Limited Company interest dissolve the Company.
- i. Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the Company shall not terminate until the assets have been distributed.
- j. The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managing Members or, in the event the Managing Members are unable or unwilling to act, by a trustee named by them prior to such event. The Managing Members or the trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.
- k. Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

II. Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

- a. Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

- b. Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section VII-II(b), the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding a dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from [all] [a majority in interest] [specified percentage] of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seals
this 24 day of February, 1998.

Joyce DiTucci
Witness

Carl G. Santangelo
Carl G. Santangelo

Frank Jones
Witness

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing was acknowledged before me this 24 day of February, 1998 by CARL G. SANTANGELO who
is personally known to me and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this 24 day of February, 1998.

My commission expires:

Joyce DiTucci
NOTARY PUBLIC



Joyce DiTucci
MY COMMISSION # CC487108 EXPIRES
August 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **SAFE ENTERPRISES, 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 member(s) is: \$1,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is: \$ N/A
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is: \$ unknown
5. The total amounts of 2, 3 and 4 is: \$1,000.00

Carl G. Santangelo
Carl G. Santangelo

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was acknowledged before me this the 24 day of February, 1998, by CARL G. SANTANGELO who is personally known to me and who did not take an oath.

Sworn to and subscribed before me this the 24 day of February, 1998.

Joyce DiTucci
Notary Public

My Commission Expires:



Joyce DiTucci
MY COMMISSION # CC487108 EXPIRES
August 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC

(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

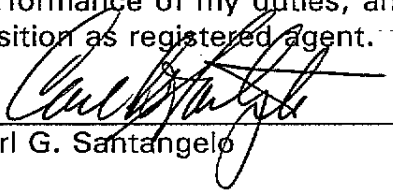
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **SAFE ENTERPRISES, L.C.**
2. The name and address of the registered agent and office is:

**CARL G. SANTANGELO, ESQ.
3000 N. Federal Highway, Suite 200
Fort Lauderdale, Florida 33306**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service 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.



Carl G. Santangelo

Dated: February 24, 1998.