

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8000 • Fax (850) 224-1221

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\*\*\*\*\*285.00 \*\*\*\*\*285.00

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File Photo
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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Date 4/14

Time 9:15

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION**

**OF**

**MR. C'S HOLDING COMPANY, L.C.**

THE UNDERSIGNED, two or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

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**ARTICLE I**

**NAME**

The name of this Limited Liability Company is:

MR. C'S HOLDING COMPANY, L.C.

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

**ARTICLE III**

**ADDRESS**

The mailing address and street address of the principal office of the company shall be:

1890 UNIVERSITY DRIVE, SUITE #105  
CORAL SPRINGS, FL 33071

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is:

HOWARD S. WEINSTEIN, ESQ.  
11900 BISCAYNE BLVD., SUITE 740  
NORTH MIAMI, FLORIDA 33181

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## **ARTICLE V**

### **CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company as is illustrated in Exhibit "A" attached hereto.

## **ARTICLE VI**

### **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the consent of a majority of the members.

## **ARTICLE VII**

### **ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the prior written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the voting members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

## **ARTICLE VIII**

### **RIGHT TO CONTINUE CONDUCT OF BUSINESS TO PERPETUITY**

In the event that any one or more members should die, retire, resign, file for bankruptcy, suffer expulsion by the majority vote of members, be dissolved by administrative dissolution or any other event that may terminate the continued membership of a member in this Limited Liability Company the remaining members of the company (providing there are a minimum of 2 remaining members) have the right to continue conduct and operation of the business for perpetuity. If the remaining members wish to continue the business, then the remaining members shall pay the terminated member the market value for his share of the business as same may be determined by a mutually determined person or company that is qualified to appraise businesses or as otherwise agreed to by majority vote of the Members.

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## **ARTICLE IX**

### **TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except however, the business of the company may be continued by the consent of a majority of the remaining members (providing there are a minimum of 2 remaining members) in accordance with the provisions of paragraph VIII hereof and/or any other subsequent agreement(s) formulated between the members.

## **ARTICLE X**

### **MANAGEMENT**

The company shall be managed initially by the members and/or those officers elected by the majority vote of the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

The names and address of the members of the company are:

MARK COHEN	1890 University Drive, Suite #105 Coral Springs, FL 33071
EYLON PORAT	11500 N.W. 8th Street Plantation, FL 33325
BARAK KADEM	571 N.W. 108th Ave. Plantation, FL 33325

Until or unless the members decide otherwise in a writing subsequent to these Articles of Organization, the management of the day to day operations of the company shall be by Member,

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MARK COHEN, the President of said company.

IN WITNESS WHEREOF, the undersigned organizer and member has made and subscribed these Articles of Organization at North Miami, Florida, on this 8th day of April, 1998.

Witnesses:

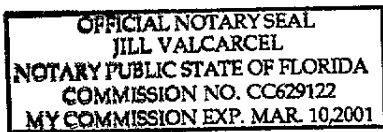
Mark Cohen  
MARK COHEN, Member/Organizer

Howard D. Winters  
Paul D. [Signature]

STATE OF FLORIDA  
COUNTY OF Dade

Sworn to (or affirmed) and subscribed before me this 8th day of April 1998, by MARK COHEN who X is personally known to me, or produced \_\_\_\_\_ as identification.


Jill Valcarcel  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MR. C'S HOLDING COMPANY, L.C., as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

  
HOWARD S. WEINSTEIN, Registered Agent

DATED: Apr. 8, 1998

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EXHIBIT "A"  
to ARTICLES OF ORGANIZATION  
OF  
MR. C'S HOLDING COMPANY, L.C.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member(s) or authorized representative(s) of a member of MR. C'S HOLDING COMPANY, L.C., depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$100.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00 however, each party shall comport with their future obligations of providing services and/or financing as more particularly set forth in the Members' Agreement.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100.00  
This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: April 8, 1998.

Mark Cohen  
MARK COHEN

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

Sworn to (or affirmed) and subscribed before me this 8th day of April 1998, by MARK COHEN, who X is personally known to me, or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

Jill Valcarcel  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

