

L98000000605

Law Offices of
Pearson & Mayer P.A.

Requestor's Name

2474 S.W. 27th Terrace

Address

Miami, FL 33133

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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DIVISION OF CORPORATIONS
98 MAY 14 AM 10:15

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****285.00 ****285.00

W98-2762

Name Availability	
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledger	KWM
Officer	K M

L98-005

note available
V77346

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1998

LAW OFFICES OF PEARSON & MAYER, P.A.
2474 S.W. 27TH AVENUE *Terrace*
MIAMI, FL 33133

SUBJECT: KNIGHTSBRIDGE HOLDINGS, L.C.
Ref. Number: W98000002762

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We have received your document for KNIGHTSBRIDGE HOLDINGS, L.C. and your check(s) totaling \$285.00. 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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 298A00007007

2/06/98 CORPORATE DETAIL RECORD SCREEN 12:34 PM
NUM: V71346 ST: FL ACTIVE/FL PROFIT FLD: 10/14/1992
FEI#: 65-0360727
NAME : KNIGHTSBRIDGE HOLDINGS CORPORATION
PRINCIPAL: 333 S TAMIA MI TRAIL CHANGED: 07/12/96
ADDRESS : STE 199
VENICE, FL 34385 US
MAILING : 333 S TAMIA MI TRAIL CHANGED: 07/12/96
ADDRESS : STE 199
VENICE, FL 34236 US
RA NAME : GORDON, SCOTT NAME CHG: 07/12/96
RA ADDR : 333 S TAMIA MI TRAIL ADDR CHG: 07/12/96
STE 199
VENICE, FL 34285 US
ANN REP : (1995) B 06/20/95 (1996) B 07/12/96 (1997) B 02/03/97

2/06/98 OFFICER/DIRECTOR DETAIL SCREEN 12:41 PM
CORP NUMBER: V71346 CORP NAME: KNIGHTSBRIDGE HOLDINGS CORPORATION
TITLE: D NAME: NOONOO, CLIFFORD
4215 DE MAISONNEUVE W.
WESTMOUNT, CANADA,

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

LAW OFFICES OF PEARSON & MAYER, P.A.
ATTN: AIXA
2474 S.W. TERRACE
MIAMI, FL 33133

SUBJECT: KNIGHTSBRIDGE HOLDINGS, L.C.
Ref. Number: W98000002762

*Called on 5/12/98
is sending Application w/
new name to be filed.
Aix
Devere Holdings, L.C.
(305) 859-9455
ext. 9*

We have received your document for KNIGHTSBRIDGE HOLDINGS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Kenny Manning
Corporate Specialist

Letter Number: 298A00007007

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Michelle Hodges



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

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LAW OFFICES OF PEARSON & MAYER, P.A.
ATTN: AIXA
2474 S.W. 27TH TERRACE
MIAMI, FL 33133

03-25-99R22-05 RCVD

SUBJECT: KNIGHTSBRIDGE HOLDINGS, L.C.
Ref. Number: W98000002762

We have received your document for KNIGHTSBRIDGE HOLDINGS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Kenny Manning
Corporate Specialist

Letter Number: 298A00007007

*Michelle
Thanks for your help
enclosed please find an
original Articles for Devere Holdings
Inc.
Thanks,
Aixa*

**ARTICLES OF ORGANIZATION
OF
DEVERE HOLDINGS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be DEVERE HOLDINGS, L.C. ("Company"). The principal place of business of the company has a street address of 12800 S.W. 33rd Drive, Davie, Florida, 33330. *and mailing*

ARTICLE II. DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from that date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Hastings P. Read, 12800 S.W. 33rd Drive, Davie, Florida, 33330.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the Company shall each initially contribute \$1,000.00. to the Company.

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ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members. No member shall be required to make any additional capital contributions without the consent of all the members.

ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all 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 all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII. TERMINATION OF EXISTENCE

The Company shall be dissolved 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 in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The 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, including the retention of members or non-members to manage the day-to-day affairs of the Company. The names and addresses of the members of the Company are:

NAME	ADDRESS
Hastings P. Read	12800 S.W. 33rd Drive Davie, Florida 33330
Anne Read	12800 S.W. 33rd Drive Davie, Florida 33330

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IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Organization at Miami, Dade County, Florida, for the foregoing uses and purposes this 16th day of March, 1998.

Hastings P. Read

~~Read P.~~ Hastings P. READ

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME personally appeared Hastings P. Read, personally known to me or who has produced as identification _____ and he acknowledged before me that he executed the above Articles of Organization freely and voluntarily according to law and for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 28 day of March, 1998.

Susan T. Furman
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

c:\docs\12-2.901 (DEMARE)



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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Devere Holdings, L.C.

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

Hastings P. Read
(Name)
12800 S.W. 33rd Drive
(P.O. Box or Mail Drop Box NOT acceptable)
Davie, Florida 33330
(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.

X Hastings P. Read
(Signature)

March 16, 1998
(Date)

Hastings P. Read

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Devere Holdings, 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 \$ 2,000.00
- 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 total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000,000.00. This total includes amounts from 2 and 3 above.

X Hastings P. Read

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.)

Hastings P. Read

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