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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850) 385-6735
(850) 561-1025

FAX #:

NAME: CITY STREETS, L.C. AUDIT NUMBER.....H98000009552 DOC
TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0
PAGES..... 6 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
\$285.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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**ARTICLES OF ORGANIZATION
OF
CITY STREETS, L.C.
a Florida Limited Liability Company**

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 CITY STREETS, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1490 N.W. 43rd Avenue, #109, Ft. Lauderdale, Florida 33313.

ARTICLE III - 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 May 31, 2048, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - 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. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law of these articles of organization. The names and addresses of the members of the company are:

NAME

ADDRESS

Nicholas Pionegro

5050 S.W. 87th Avenue
Cooper City, Florida 33328

Inno Volpe

1490 N.W. 43rd Avenue, #109
Ft. Lauderdale, Florida 33313.

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Andrew Hunter

1490 N.W. 43rd Avenue, #109
Ft. Lauderdale, Florida 33313.

ARTICLE V - 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 on 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 of 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 VI - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, 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, unless the business of the company is continued by the consent of all the remaining members, provided there are least two (2) remaining members.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is Paul Kulowitch, 1490 N.W. 43rd Avenue, #109, Ft. Lauderdale, Florida 33313.

ARTICLE VIII - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS

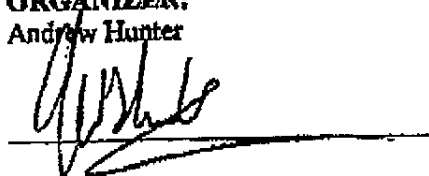
Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on this 20th day of May, 1998.

ORGANIZER:
Andrew Hunter



STATE OF FLORIDA
COUNTY OF PALM BEACH

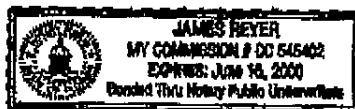
The foregoing instrument was sworn to and acknowledged before me, on May 20, 1998, by Andrew Hunter, who:

☐ is personally known to me, or

☒ has produced identification in the form of Florida Driver's Licenses which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.

Notary Public



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EXHIBIT "A"

CAPITAL CONTRIBUTIONS

<u>NAME</u>	<u>AMOUNT OF CONTRIBUTION</u>
Nicholas Pionegro	\$2,500.00
Inno Volpe	\$5,000.00
Andrew Hunter	\$2,500.00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative as a member of CITY STREETS, 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 members is \$10,000.00.
3. If any, the agreed value of property and services other than cash contributed by members is \$0.00. A description of the property and or services is as follows:
N/A
4. The total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Under penalties of perjury, I declare that I have read the foregoing and that the acts alleged are true to the best of my knowledge and belief.

Applicant: Andrew Hunter

STATE OF FLORIDA
COUNTY OF PALM BEACH

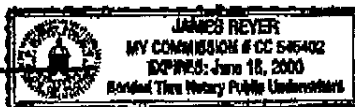
The foregoing instrument was sworn to and acknowledged before me, on May 20, 1998, by Andrew Hunter, the Affiant who:

☐ is personally known to me, or

☒ has produced identification in the form of Florida Driver's License which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.

Notary Public



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, being the person named in the articles of organization of CITY STREETS, L.C., as the registered agent of this 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 further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

REGISTERED AGENT:


Paul Kulowitch

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