

GIC, LLC

2699 S. Bayshore Drive, Suite 300
Miami, Florida 33133
305-857-6787

June 25, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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To Whom It May Concern:

Please find the required documents regarding our initial filing as a Limited Liability Company with the State of Florida. Included are the original articles of incorporation plus one copy, an Affidavit of Membership and Contributions, a Certificate of Designation of Registered Agent/Registered Office and a Certified Documents Account Application, along with a check for \$346.25 to cover all applicable fees.

I trust these are all the materials required, and I look forward to receiving confirmation that all of our documents are in order. However, if you have any questions please do not hesitate to call. Thank you for your attention and cooperation.

Very truly yours,

Justin D. Stein

Justin D. Stein, President

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98 JUL -6 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

L98-994

Name	027-8
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1998

JUSTIN D. STEIN
GIC, L.C.
2699 S. BAYSHORE DRIVE, SUITE 300
MIAMI, FL 33133

SUBJECT: GIC, L.C.
Ref. Number: W98000015078

We have received your document for GIC, L.C. and your check(s) totaling \$346.25. 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.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 998A00035732

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FL-17

Florida

§ FL:351

§ FL:351 Transmittal letter

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT:

~~XXXXXXXXXX~~ GIC ONLINE, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

☐ \$285.00
Filing Fee
& Registered
Agent designation
Certificate

☐ \$293.75
Filing Fee,
Registered Agent
Designation &
Certified Copy

☐ \$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy &

☒ \$346.25
Filing Fee,
Registered Agent
Designation,
Certificate

FROM:

JUSTIN D. STEIN

Name (Printed or typed)

2699 S. BAYSHORE DR., STE. 300

Address

MIAMI, FL 33133

City, State & Zip

305-857-6787

Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

GIC Online, L.C.

2699 S. Bayshore Drive, Suite 300
Miami, Florida 33133
305-857-6787

July 6, 1998

Ms. Tammi Cline
Florida Department of State
Division of Corporations
P.O. Box 6327
Miami, Florida 32314

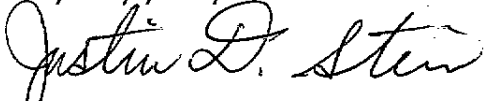
RE: Ref. No. W98000015078

Dear Ms. Cline:

Please find the enclosed Articles of Organization you requested, along with the appropriate forms for Certificate of Designation of Registered Agent and Certified Documents Account Application. As you stated in your letter dated July 1, 1998, you have possession of my check for \$346.25 in full satisfaction of the fees required.

Please call me if you have any questions or require any further documents.

Very truly yours,



Justin D. Stein, President

Enclosures

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TALLAHASSEE, FLORIDA

GIC Online, L.C.

Articles of Organization

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The managing members hereby form a Limited Liability Company to be known as GIC Online, L.C., and in accordance with the laws of the State of Florida, to be known as GIC Online, L.C., herein referred to as "The Club".

ARTICLE II: Address

The Club is located at 2699 S. Bayshore Drive, Suite 300, Miami, Florida 33133. The registered agent is located at the same address. The mailing address and the principal office are also located at the same address.

ARTICLE III: Duration

The Club shall begin on July 1, 1998, and continue until December 31, 1998, and thereafter from year to year unless earlier terminated as specified below. The members will vote during the annual meeting to determine whether to continue the operations of The Club. The Club operations may be terminated by agreement of a collection of the members whose capital accounts total a simple majority of the total in all member capital accounts.

ARTICLE IV: Management

The Club will be managed by the members and the name of the managing members are::

Justin D. Stein, President & Treasurer
1550 Brickell Avenue, Apt. 405A
Miami, Florida 33133

Sean C. White, Vice President
301 E. 49th Street, Apt. 7AB
New York, New York 10017

Albert J. Primo, Secretary
8650 S.W. 67 Ave, #1024
Miami, Florida 33143

ARTICLE V: Admission of Additional Members

New members may be added to the membership provided they deposit their initial \$200 capital contribution, along with their minimum annual contribution of \$300 upon approval of a simple majority of the members present at any periodic meeting. New members, upon approval for admission and payment of their full initial and annual contribution, shall have all of the rights of

an existing member, and all of the responsibilities and liabilities thereto. All members shall be admitted to The Club as of the 1st day of the month following approval.

ARTICLE VI: Members' Rights to Continue Business

The Club may be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in The Club. The surviving and/or continuing members may, subject to the majority approval of all surviving and/or continuing members elect to continue The Club according to the terms of the Articles of Organization. However, if by majority approval of all surviving and/or continuing members they elect to dissolve The Club, The Club operations will cease immediately and windup procedures will be initiated by the managing members. These procedures include converting all Club assets to cash, settling all Club debts, and distributing all remaining cash to existing members in accordance with their proportional capital accounts as of the date of dissolution.

ARTICLE VII: Affidavit of Membership and Contributions

See attachment.

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TALLAHASSEE, FLORIDA

§ FL:341 Form: Affidavit of membership and contributions

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GILDLIVE, L.C.
[Signature] 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 \$ 500.00.
- 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 total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00. This total includes amounts from 2 and 3 above.

Justin D. Stein

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.)

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TALLAHASSEE, FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

§ FL:340 Form: Certificate of designation of registered agent/registered office

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is:

~~REDACTED~~ GIC ONLINE, L.C.

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

JUSTIN D. STEIN

(Name)

2699 S. BAYSHORE DR., STE. 300

(P.O. Box not acceptable)

MIAMI, FL 33133

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Justin D. Stein

(Signature)

6-25-98

(Date)