



THE UNITED STATES CORPORATION COMPANY

L98000001006

ACCOUNT NO. : 072100000032

REFERENCE : 885463 6179A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 346.25

FILED IN STATE  
DIVISION OF CORPORATIONS  
98 JUL -9 AM 11:22

ORDER DATE : July 9, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 885463-005

CUSTOMER NO: 6179A

CUSTOMER: Mr. Lance B. Friedman  
WEISS & HANDLER, P.A.

398A-00036735

Suite 218 A  
2255 Glades Road  
Boca Raton, FL 33431-7383

-100002584101--5

DOMESTIC FILING

NAME: SANDPIPER PCI, L.C.

EFFECTIVE DATE:

4

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

Handwritten initials and date: 7/9/98

**ARTICLES OF ORGANIZATION**  
**OF**  
**SANDPIPER PCI, L.C.**

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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 AND ADDRESS**

The name of the limited liability company shall be **SANDPIPER PCI, L.C.** (hereinafter the "Company"). The mailing address and street address of the principal office of the Company in Florida shall be 832 South Military Trail, Deerfield Beach, Florida 33442.

**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 be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or by law.

**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 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 of the registered agent of the Company in the State of Florida is Henry B. Handler, Esq., and the street address of the registered office is 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431-1750.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the affidavit attached hereto.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous 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.

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**ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 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. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the managing member(s) are:

<b>NAME</b>	<b>ADDRESS</b>
Michael Goldberg	832 South Military Trail Deerfield Beach, Florida 33442
Scott Porten	832 South Military Trail Deerfield Beach, Florida 33442

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **SANDPIPER PCI, L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company simultaneously with being designated in the Articles of Organization. The undersigned is familiar with and accepts the obligations of registered agent of the Company.

  
HENRY B. HANDLER, ESQ.  
REGISTERED AGENT

**AFFIDAVIT OF DECLARATION OF SANDPIPER PCI, L.C.**

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STATE OF FLORIDA                    )  
  )        ss  
COUNTY OF PALM BEACH        )


BEFORE ME, the undersigned authority personally appeared Michael Goldberg, who, after being duly sworn and under oath, deposes and says as follows:

1. That Sandpiper PCI, L.C., has at least two (2) members;
2. That the cash contributed by each member is Ten Dollars (\$10.00);
3. There has been no other property other than the cash contributed by the members to Sandpiper PCI, L.C.
4. The amount anticipated to be contributed by the members is approximately Five Hundred (\$500.00) Dollars.

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
Michael Goldberg, managing member

SWORN TO AND SUBSCRIBED before me by MICHAEL GOLDBERG, managing member, who is personally known to me (✓) or who did provide \_\_\_\_\_ for identification, on this 8th day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission expires: 8/24/99

(Seal) 

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