

L98000001107

FROM

(FBI) 7/17/98 0:11 ST. 1:11 NO. 200000609 P 1
Session cserve Screen Selection 7/15/98 2:55 PM

/15/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:52 PM

((H98000013157 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: HOLLAND & KNIGHT OF MIAMI

ACCT#: 072203000603

CONTACT: STEVEN H HAGEN

PHONE: (305) 374-8500

FAX #: (305) 789-7799

NAME: LOUP CAPITAL, LLC

AUDIT NUMBER.....H98000013157

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

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. **

ENTER SELECTION AND <CR>:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:49

Name	
Availability	<i>MAH</i>
Document	
Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
P. Verifier	<i>MAH</i>

RECEIVED
98 JUL 17 AM 11:36
DIVISION OF CORPORATIONS

FROM

(FRI) 7.17'98 10:12/ST. 10:11/NO. 4200000609 P 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1998

HOLLAND & KNIGHT OF MIAMI
STEVEN H. HAGEN

SUBJECT: LOUP CAPITAL, LLC
REF: W98000016158

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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.

Michelle Hodges
Document Specialist

FAX Aud. #: H98000013157
Letter Number: 398A00037817

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:49

FROM

(FRI) 7.17'98:10:12/ST.10:11/NO.4200000609 P 3

FAX AUDIT NO.: H98000013157 6

LOUP CAPITAL, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is LOUP CAPITAL, LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

This instrument was prepared by:
J. Thomas Cookson, Esq.
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799
Florida Bar No.: 0994472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:49

FAX AUDIT NO.: H98000013157 6

FROM

(FRI) 7.17'98 10:12/ST. 10:11/NO. 4200000609 P 4

FAX AUDIT NO.: H98000013157 6

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Bernard Jacobson	c/o	701 Brickell Avenue
		Suite 3000
		Miami, Florida 33131

Such Manger shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:49

FROM

(FRI) 7.17'98 10:12/ST.10:11/NO.4200000609 P 5

FAX AUDIT NO.: H98000013157 6

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of July, 1998.


J. Thomas Cookson
Duly Authorized Representative of a Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:49

FROM

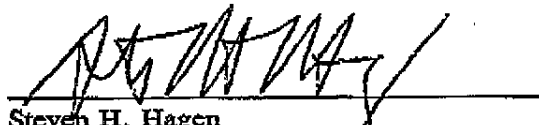
-(FRI) 7.17'98 10:12/ST. 10:11/NO. 4200000609 P 6

FAX AUDIT NO.: H98000013157 6

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

**INTRASTATE REGISTERED AGENT
CORPORATION**


Steven H. Hagen
Vice President

Dated: July 15, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 11:40

FROM

(FRI) 7.17'98 10:13/ST. 10:11/NO. 4200000609 P 7

FAX AUDIT NO.: H98000013157 6

AFFIDAVIT

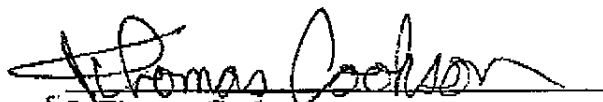
STATE OF FLORIDA

COUNTY OF MIAMI - DADE

I, J. Thomas Cookson, a duly authorized representative of a member of LOUP CAPITAL, LLC, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of LOUP CAPITAL, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the members of the Company have contributed \$1,000.00 to the capital of the Company;
4. That the members of the Company are expected to contribute additional capital to the Company in the amount of \$10,000.00; and
5. That the agreed value of property other than cash contributed by the members is \$0.

And further affiant sayeth not.


J. Thomas Cookson
Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by Thomas Cookson who is personally known to me and who did take an oath.


Notary Public—State of Florida

MLA4-638624



ROSA M. ANCHETA
My Commission OC421027
Expires Nov. 15, 1998
Bonded by ANB
800-852-5878

Print Notary Name: _____
My Commission Number is: _____
My Commission Expires: _____

FAX AUDIT NO.: H98000013157 6