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A Professional Association

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Bruce Jay Toland, Esq.

James M. Fishman, P.A.
John R. Fiore, P.A.
Of Counsel

July 6, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Willbur Factory, LLC

Dear Sir or Madam:

Enclosed please find two (2) original executed Articles of Incorporation for Florida Limited Liability Company, Willbur Factory, LLC, together with our firm's check, in the amount of \$337.50, to be applied as follows:

Filing fee	\$250.00
Designation of Registered Agent	35.00
Certified Copy	52.50
	\$337.50

Please return the certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: _____

Bruce Jay Toland, Esquire

BJT/lmr
Enclosure

98-1143

Name	De 7-21
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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FILED
98 JUL 15 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 9, 1998

BRUCE JAY TOLAND
801 BRICKELL AVENUE, SUITE 1501
MIAMI, FL 33131

SUBJECT: WILLBUR FACTORY, LLC
Ref. Number: W98000015614

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WILLBUR FACTORY, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The document must include the period of duration, which may be perpetual.

In some of the articles you list as set forth in the operating agreement this is not acceptable.,

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

Tammi Cline
Document Specialist

Letter Number: 998A00036725

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is Willbur Factory, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Bruce Jay Toland, Esquire
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

N/A

or

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Christina Pou, MGRM
c/o Bruce Jay Toland, P.A.
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the consent of all existing members.

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TALLAHASSEE, FLORIDA

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be upon the consent of all remaining members.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP CONTRIBUTIONS

The undersigned member or authorized representative of a member of Willbur Factory,LL
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 \$ 1000.00.
- 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 continued by member(s) is
\$ 1000.00. This total includes amounts from 2 and 3 above.

Signature of a member or authorized
representative of a member.

(In accordance with Section 608.403(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

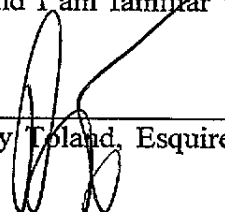
1. The name of the limited liability company is:

Willbur Factory, LLC

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

Bruce Jay Toland, Esquire
801 Brickell Avenue
Suite 1501
Miami, Florida 33131

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.



Bruce Jay Toland, Esquire

Date: _____

7/6/98

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