

L98000001185

Transmittal Letter for Florida Limited Liability Company

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

000002593420-9
-07/20/98--01108--001
****293.75 ****293.75

SUBJECT: Auction Square, L.C.

Enclosed is an original and one (1) copy of each of the following:

Articles of Organization of Auction Square, L.C.
Designation of Registered Agent and Office

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Enclosed find one check made out to the Florida Department of State. The total amount is \$293.75. The breakdown of fees is as follows:

Articles of Organization - \$250
Designation of Registered Agent and Office - \$35
Certificate of Status - \$8.75

From:

CM

Moshe Cazaz
10100 N.W. 53rd Street
Sunrise, FL 33351.
(954) 741-1720

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

MOSHE CAZAZ
10100 N.W. 53RD STREET
SUNRISE, FL 33351

SUBJECT: AUCTION SQUARE, L.C.
Ref. Number: W98000016491

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TALLAHASSEE, FLORIDA

We have received your document for AUCTION SQUARE, L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 998A00038485

ARTICLES OF ORGANIZATION OF AUCTION SQUARE, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRICIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Auction Square, L.C., and its principal office shall be located at 10100 N.W. 53rd Street in the City of Sunrise, County of Broward, State of Florida, Zip Code 33351, but it shall have the power and authority to establish branch offices at any other place or places as the Managers may designate or to relocate the principal office at some future date. The mailing address of Auction Square, L.C. is 10100 N.W. 53rd Street in the City of Sunrise, County of Broward, State of Florida, Zip Code 33351.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies and subject to the terms of the company's operating agreement, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association,

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partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Managers of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the Managers of the limited liability company. The powers of the managers are subject to the terms and provisions of the company's operating agreement.

ARTICLE IV MANAGEMENT

This limited liability company shall initially be managed by three Managers, collectively known as "the Founders." The Founders shall be considered to have, among other powers delineated in this Agreement or authorized by law, all powers normally possessed by a Board of Directors of a corporation. The terms of the company operating agreement detail the precise distribution of powers among and between the Managers. The names and addresses of the Founders, who shall serve as the only Managers until and unless these Articles are amended, are as follows:

(a) Moshe Cazaz; 10100 N.W. 53rd Street; Sunrise, FL 33351

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(b) Joel Friend; 2219 N. 36th Ave.; Hollywood, FL 33021

(c) Scott Tacktil; 4855C North Goldenrod Rd.; Winter Park, FL 32792

ARTICLE V MEMBERSHIP RESTRICTIONS

Managers shall have the right to admit new Members by unanimous consent. Contributions required and distributive share of profits or losses of new Members shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all Managers.

The company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or Manager, or on the occurrence of any other event which terminates the continued Membership of a Member in the Company, provided there are at least two remaining Members.

In the event that the terms of this article conflict with provisions of the company operating agreement, the provisions of the operating agreement control.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in shall be paid to the limited liability company by the Members. The amounts and types of initial contributions are listed in the attached Affidavit of Membership and Contribution, which is incorporated into this document by reference. Under no circumstances will the Founders be required to make additional contributions.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing - The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company and the Managers' discretionary consideration of the company's liquidity needs. Each Member shall be entitled to the distributive share of the profits specified as follows:

(i) Moshe Cazaz - 90%

(ii) Joel Friend - 5%

(iii) Scott Tacktil - 5%

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TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE FOR
AUCTION SQUARE, L.C.**

State of Florida
County of Broward

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

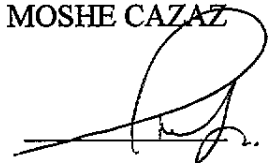
The name of the limited liability company is Auction Square, L.C.

The name of the registered agent for Auction Square, L.C. is Moshe Cazaz and the street address of the company's principal office where the agent is located is 10100 N.W. 53rd Street, City of Sunrise, County of Broward, State of Florida, Zip Code 33351.

This statement is to acknowledge that, as indicated above, Auction Square, L.C. has appointed me, Moshe Cazaz, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 07/21/98

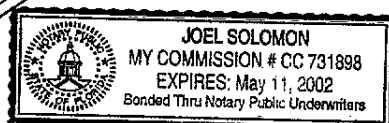
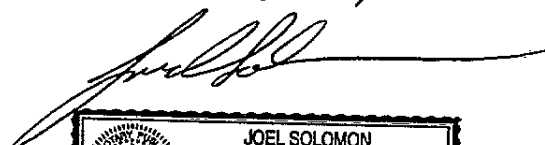
MOSHE CAZAZ



The foregoing instrument was acknowledged before me this July ²¹~~17~~, 1998 by Moshe Cazaz, agent on behalf of Auction Square, L.C., a limited liability company. He is personally known to me or has produced D.L. # C220-540-63-291-0 as identification.

Sworn to and subscribed before me

This 21 day of July, 1998



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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR
AUCTION SQUARE, L.C.**

State of Florida
County of Broward

In compliance with FS § 608.407(2), the undersigned member of Auction Square, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.
3. The total amount of cash or property anticipated to be contributed by the members is \$10,000. This total includes the amount from 2 above. There is no non-cash property being contributed.

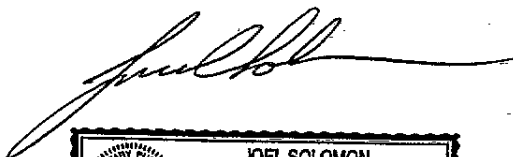
MOSHE CAZAZ



The foregoing instrument was acknowledged before me this July ²¹~~17~~, 1998 by Moshe Cazaz, member, on behalf of Auction Square, L.C., a limited liability company. He is personally known to me or has produced D.L. # C220-540-63-291-0 as identification.

Sworn to and subscribed before me

This 21 day of July 1998



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The distributive share of the profits shall be determined and paid to the Members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being September 1, 1998.

(b) Losses - All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business. If these sources are insufficient to cover such losses, financing will be obtained or additional capital will be sought from existing or new Members. If new Members are added due to the unwillingness of existing Members to contribute additional capital to cover a loss, the sharing ratios of the Members shall be subject to appropriate adjustment following the receipt of additional capital. However, under no circumstances will existing Members be required to contribute involuntarily additional capital.

ARTICLE VIII DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in this document.

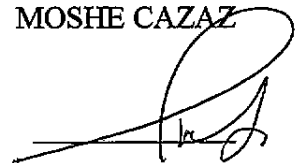
ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 10100 N.W. 53rd Street, City of Sunrise, County of Broward, State of Florida, Zip Code 33351, and the name of the company's initial registered agent at that address is Moshe Cazaz.

The undersigned, being an original Member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Auction Square, L. C.

Executed by the undersigned on the behalf of all the Members at
State of Florida County of Broward on July 21, 1998.

MOSHE CAZAZ



The foregoing instrument was acknowledged before me this July 21, 1998 by Moshe Cazaz, member, on behalf of Auction Square, L.C., a limited liability company. He is personally known to me or has produced D.L. # C220-540-63-291-0 as identification.

Sworn to and subscribed before me
This 21 day of July 1998

