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NAME: AAA FLORIDA CAR RENTAL, LLC AUDIT NUMBER.....H98000014190 DOC  
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**ARTICLES OF ORGANIZATION  
OF  
AAA FLORIDA CAR RENTAL, LLC**

The undersigned as organizer for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the information, rights, privileges and amenities of limited liability companies for profit. It is further declared that the following Articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

Section 1.1. The name of the limited liability company shall be AAA FLORIDA CAR RENTAL, LLC

**ARTICLE II  
PURPOSES AND POWERS**

Section 2.1. This limited liability company is organized for the purpose of conducting any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statute and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statute.

**ARTICLE III  
CAPITAL CONTRIBUTIONS**

Section 3.1. Capital contributions shall be conveyed to the limited liability company by the members of this limited liability company in accordance with their shares in this limited liability company as follows: Cash in an amount of \$ 30,000; other property consisting of N/A, with an agreed value of \$ N/A. Members will make contributions in accordance with the terms of the operating agreement of this limited liability company.

Prepared by:  
Stuart A. Lipson, Esq.  
Fla. Bar No. 885770  
13899 Biscayne Blvd. #404  
Miami, FL 33181  
(305) 947-3000

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**ARTICLE IV**  
**PROFITS AND LOSSES**

**Section 4.1**

A. Sharing of Profits. Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of the limited liability company. Each member shall be entitled to a distributive share of the profits as follows:

Carl R. Celeste ~	33 1/3%
Noel Farbman ~	33 1/3%
Jeffrey S. Burruano ~	33 1/3%

The distributive share of the profits shall be determined and paid to the members on the payment dates as determined by the members.

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.

**ARTICLE V**  
**LIMITED LIABILITY COMPANY POWERS**

Section 5.1. All limited liability powers shall be exercised by or under the authority, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company, pursuant to an operating agreement. This article may be amended from time to time and the regulation of limited liability company by unanimous vote of the members of the limited liability company.

Section 5.2. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members of the limited liability company, pursuant to an operating agreement.

Section 5.3. This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE VI**  
**DURATION**

Section 6.1. This limited liability company shall exist for the maximum duration permitted by Chapter 608, Florida Statute, or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

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**ARTICLE VII**  
**PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

Section 7.1. The principal office and mailing address of the limited liability company shall be located at 280 West Prospect Road, Oakland Park, State of Florida 33334.

**ARTICLE VIII**  
**MANAGEMENT**

Section 8.1. Management of this limited liability company is reserved to its members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members, whose names and addresses are as follows:

Carl R. Celeste  
c/o 425 Broad Hollow Road, Suite 203  
Melville, NY 11747

Noel Farbman  
c/o 280 West Prospect Road  
Oakland Park, FL 33334

Jeffrey S. Burruano  
c/o 280 West Prospect Road  
Oakland Park, FL 33334

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**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

Section 9.1. The address of the initial registered office of the limited liability company is 13899 Biscayne Boulevard, Suite 404, Miami, FL 33181, and the name of the initial registered agent at such address is Stuart A. Lipson, Esquire.

**ARTICLE X**  
**RESTRICTION ON MEMBERSHIP**

Section 10.1. Members shall have the right to admit new members by unanimous consent. Contributions required 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 the written consent of the members.

Section 10.2. Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the contingent membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of such remaining members.

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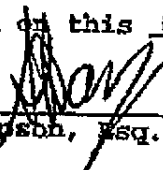
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**ARTICLE II**  
**INDEMNIFICATION**

The limited liability company shall indemnify any member, or any former member, to the full extent permitted by law.

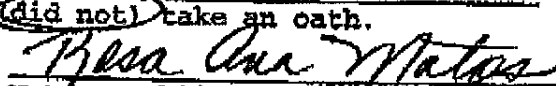
The undersigned, being the organizer of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of AAA FLORIDA CAR RENTAL, LLC

Executed by the undersigned on this 27<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
Stuart A. Lipson, Esq.

STATE OF FLORIDA           S  
COUNTY OF MIAMI-DADE   S

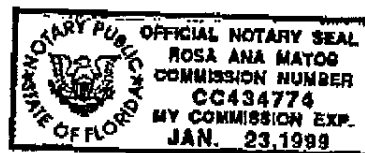
The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by STUART A. LIPSON, ESQ., who is personally known to me or who produced identification, and who (did)(did not) take an oath. as

  
\_\_\_\_\_  
Notary Public, State of Florida

\_\_\_\_\_  
Name of Acknowledger

\_\_\_\_\_  
Title or Rank

\_\_\_\_\_  
Serial Number (if any)



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 608.415, Florida Statutes, the following is submitted in compliance with said Sections:

AAA FLORIDA CAR RENTAL, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Organization, at the City of Oakland Park, County of Broward, State of Florida, has named Stuart A. Lipson, Esq., located at 13899 Biscayne Blvd., Suite 404, Miami, FL 33181, ~~Broward~~ Dade County, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

  
\_\_\_\_\_  
Stuart A. Lipson, Esq.  
Registered Agent

Date: July 27, 1998

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of AAA FLORIDA CAR RENTAL, LLC, deposes and says:

1. The above named limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is \$30,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$0.00. A description of the property is as follows:

N/A.

4. The total amount of cash or property anticipated to be contributed by members is \$30,000.00. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Stuart A. Lipson, Esq.  
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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