

LA80000002068

THE LAW OFFICES OF

HOWARD S. WEINSTEIN, P.A.

2450 N.E. Miami Gardens Drive, 2nd Floor

North Miami Beach, FL 33180

Telephone (305) 932-0550 • Facsimile (305) 792-0061

Internet: Lawyercivl@aol.com

Howard S. Weinstein

September 26, 1998

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

300002652093--9
-09/30/98--01034--003
****285.00 ****285.00

Re: *Ben-David Investments, L.C.*
Articles of Organization

Dear Sir/Madam:

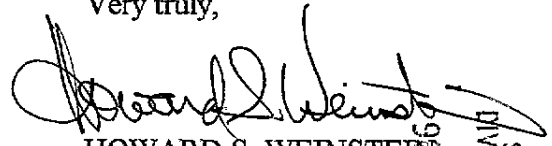
Enclosed herewith please find the following documents for filing with your division in order to initiate a Limited Liability Company.:

1. Articles of Organization;
2. Acceptance of Registered Agent;
3. Check in the amount of \$285.00 for the filing Articles of Organization and Designation of Registered Agent;
4. Conformed Copy of the foregoing.

Kindly file the originals in the public records and forward the conformed copy bearing your organization's time stamp to my attention in the postage paid pre-addressed envelope provided.

I thank you in advance for your assistance in this matter. Should you have any questions or concerns please call the undersigned.

Very truly,


HOWARD S. WEINSTEIN
For The Firm

HSW:ss
enc

Name	mbt
Availability	mbt
Document Examiner	mbt
Updater	mbt
Updater Verifier	mbt
Acknowledgement	mbt
W. P. Verifier	mbt

FILED
SEP 30 AM 10:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

BEN-DAVID INVESTMENTS, L.C.

THE UNDERSIGNED, two or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

ARTICLE I

NAME

The name of this Limited Liability Company is:

BEN-DAVID INVESTMENTS, L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the company shall be:

1232 N.E. 176th Terrace
North Miami Beach, FL 33162

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

HOWARD S. WEINSTEIN, Esq.
2450 N.E. MIAMI GARDENS DRIVE, 2ND FLOOR
NORTH MIAMI BEACH, FLORIDA 33180

ARTICLE V
CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company as is illustrated in Exhibit "A" attached hereto.

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the prior written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of 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 a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

ARTICLE VIII
RIGHT TO CONTINUE CONDUCT OF BUSINESS TO PERPETUITY

In the event that any one or more members should die, retire, resign, file for bankruptcy, suffer expulsion by the majority vote of members, be dissolved by administrative dissolution or any other event that may terminate the continued membership of a member in this Limited Liability Company the remaining members of the company (providing there are a minimum of 2 remaining members) have the right to continue conduct and operation of the business for perpetuity. If the remaining members wish to continue the business, then the remaining members shall pay the terminated member a fair market value for his share of the business as same may be determined by a mutually determined person or company that is qualified to appraise businesses.

ARTICLE IX
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except however, the business of the company may be continued by the consent of a majority of the remaining members in accordance with the provisions of paragraph VIII hereof and/or any other subsequent agreement(s) formulated between the members.

ARTICLE X
MANAGEMENT

The company shall be managed initially by the members and/or those officers elected by the majority vote of 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 law or these Articles of Organization.

The names and address of the members of the company are:

Israel Ben-David	Apius 25 Street Herzlia, Israel
Alon Ben-David	Meshek Shulman Rishpon, Israel

Until or unless the members decide otherwise in a writing subsequent to these Articles of Organization, the management of the day to day operations of the company shall be by member, Israel Ben-David.

[SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned organizers and members have made and subscribed these Articles of Organization at HERZLIA, Israel, on this _____ day of _____, 199__.

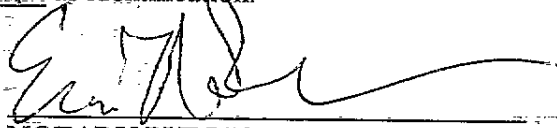
Witnesses:


BY: ISRAEL BEN-DAVID

ISRAEL
PROVINCE OR COUNTY OF TEL-AVIV ISRAEL
EMBASSY OF THE UNITED STATES OF AMERICA AT HERZLIA

SS

Sworn to (or affirmed) and subscribed before me this 16th day of September, 1998, by ISREAL BEN-DAVID who _____ is personally known to me, or ☒ produced Israeli I.D. card 5979960 1 as identification.


ERIC N. RICHARDSON
AMERICAN VICE CONSUL
NOTARY PUBLIC
My Commission Expires: indefinite

Witnesses:


BY: ALON BEN-DAVID

ISRAEL
PROVINCE OR COUNTY OF TEL-AVIV ISRAEL
EMBASSY OF THE UNITED STATES OF AMERICA AT HERZLIA

SS

Sworn to (or affirmed) and subscribed before me this 16th day of September, 1998 by ALON BEN-DAVID, who _____ is personally known to me, or ☒ produced Israeli I.D. no. 2270581 8 as identification.


NOTARY PUBLIC
My Commission Expires: indefinite

ERIC N. RICHARDSON
AMERICAN VICE CONSUL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 30 AM 10:32

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BEN-DAVID INVESTMENTS, L.C., as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.



HOWARD S. WEINSTEIN, ESQ., Registered Agent

DATED: 9/26/98

EXHIBIT "A"
to ARTICLES OF ORGANIZATION
OF
BEN-DAVID INVESTMENTS, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member(s) or authorized representative(s) of a member of BEN-DAVID INVESTMENTS, L.C., depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: _____, 1998.


By: ISRAEL BEN-DAVID

ISRAEL
PROVINCE OR COUNTY OF TELVIV ISRAEL **EMBASSY OF THE UNITED STATES OF AMERICA AT TEL AVIV ISRAEL** **SS**

Sworn to (or affirmed) and subscribed before me this 16th day of
September _____ 1998, by ISRAEL BEN-DAVID who _____ is personally
known to me, or _____ produced Israeli I.D. no. 5979960 1 _____ as identification.


NOTARY PUBLIC,
My Commission Expires: indefinite

ERIC N. RICHARDSON
AMERICAN VICE CONSUL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 10:33

By: ALON BEN-DAVID

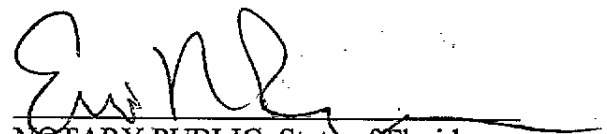
ISRAEL

PROVINCE OR COUNTY OF

EMBASSY OF THE UNITED
STATES OF AMERICA AT
TEL-AVIV ISRAEL

SS

Sworn to (or affirmed) and subscribed before me this 16th day of
September, 1998 by ALON BEN-DAVID who _____ is personally known to
me, or _____ produced Israeli ID Card as identification.



NOTARY PUBLIC, State of Florida
My Commission Expires: indefinite

ERIC N. RICHARDSON
AMERICAN VICE CONSUL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 10:33