

L98000002118

Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

BLIVAS/KRALY INVESTMENTS L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

L98-2118

CP-105

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1998

IRA B. PRICE
9100 S. DADELAND BLVD., PH. I, SUITE 170
MIAMI, FL 33156

SUBJECT: BLIVAS/KRALY INVESTMENTS L.C.
REF: W98000022571

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.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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Tammi Cline
Document Specialist

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Articles of Organization
Blivas/Kraly Investments L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Blivas/Kraly Investments L.L.C.

2. Duration/Continuation. The period of this company's duration shall be 30 years, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing, street address, and principal office of the company is located at 13160 N.W. 43 Ave. Opa Locka, Florida 33054.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Robert A. Kraly 13160 N.W. 43 Ave. Opa Locka, Florida 33054.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: 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 Bylaws/Operating Agreement of this Company.

6. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

IRA B. PRICE
9100 S. DADELAND BLVD.
PH.I Suite #1701
MIAMI, FL 33156
(305) 670-3030

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RAH *gck.* *JB JB*

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7. Management of Company.

The business of the Company shall be managed by two managers. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify is:

Larry Blivas
148 S. Westgate Avenue
Los Angeles, CA 90049

Robert A. Kraly
9972 S.W. 125 Terrace
Miami, FL 33176

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8. Amendment of Articles of Organization.

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company.

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager.

10. Informal Action of Members.

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager of the Company as part of its records.

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Noted. *AS*

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11. Contracting Debt.

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager unless otherwise provided herein.

12. Transferability of Member's Interest.

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital.

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

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AMK *ack.* *to jo*


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IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this ___ day of September, 1998.

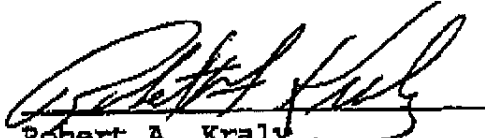

Larry Blivas


Robert A. Kraly


Julie Blivas


Johanna C. Kraly

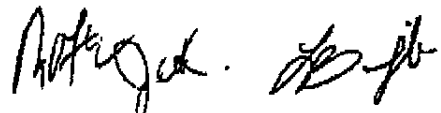
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent


Robert A. Kraly

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned managers of BLIVAS/KRALY INVESTMENTS L.L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$ 19,000.00
3. If any, the agreed value of property other than cash contributed by the members is: None.
4. The total amount of cash or property anticipated to be contributed by the members is: \$ 19,000.00 This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Nicole LIMON
Witness print name:

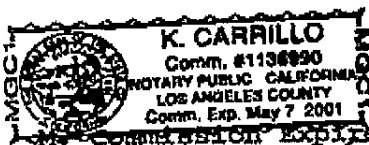
Larry Blivas
LARRY BLIVAS, Co-Manager of B/K Investments, L.L.C.

Nicole
Witness print name:

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared LARRY BLIVAS, personally known to be the person described or who produced California as identification and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of August, 1998.



K. Carrillo
Notary Public, State of Florida CALIFORNIA
Print Name: K. Carrillo

SEPTEMBER 17
MAY 7, 2001

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Cecilia Verges
Witness print name:

Robert A. Kraly
ROBERT A. KRALY, Co-Managing Of
B/K Investments, L.L.C.

Matthew Sykes
Witness print name:

STATE OF FLORIDA)
) : 5
COUNTY OF MIAMI- DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT A. KRALY, personally known to be the person described or who produced _____ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of August, 1998.

Natalia Cabrera



OFFICIAL SEAL - Notary Public, State of Florida
Natalia Cabrera Print Name: NATALIA CABRERA
My Commission Expires 6/20/2000
Commission #CC 564733

My Commission Expires:

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