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ACCOUNT NO. : 072100000032

REFERENCE : 991558 134758A

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 337.50

ORDER DATE : October 9, 1998

ORDER TIME : 2:36 PM

ORDER NO. : 991558-005

CUSTOMER NO: 134758A

200002661112--7

CUSTOMER: Theodore J. Klein, Esq  
THEODORE J. KLEIN, ESQ  
THEODORE J. KLEIN, ESQ  
88 N.e. 168th Street

N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: CATALDO HOLDINGS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Name Availability	<i>MP</i>
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Acknowledgement	<i>MP</i>
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W98-23113

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98 OCT 12 AM 9:52



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 12, 1998

CSC CORPORATION COMPANY  
CASSANDRA BRYANT

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: CATALDO HOLDINGS, L.C.  
Ref. Number: W98000023113

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

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.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 698A00050480

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98 OCT 13 AM 8:46

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**Articles of Organization  
of  
Cataldo Holdings, L.C.**

**THE UNDERSIGNED**, being the authorized representative of all of the Members of Cataldo Holdings, L.C., a Florida limited liability company formed hereunder, does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**FIRST:** The name of this Company shall be

Cataldo Holdings, L.C.

**SECOND:** The term of existence of this Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**THIRD:** This Company may engage in any activity or business permitted under the laws of the State of Florida.

**FOURTH:** The initial mailing address and principal place of business of this corporation shall be 88 N.E. 168<sup>th</sup> Street, North Miami Beach, Florida 33162 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**FIFTH:** The name of the initial registered agent of this Company in the State of Florida is Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

**SIXTH:** Pursuant to Section 608.4232 of the Florida Limited Liability Company Act (the "Act"), the Company may admit additional members only upon the written consent of all of the members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations (as defined under the Act) and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**SEVENTH:** Upon the death, retirement, resignation, expulsion,

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bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless a majority of the other members (or a greater percentage if required under Florida law) unanimously elect to continue the Company.


**EIGHTH:** The Company shall be managed by one or more managers appointed by its members. The names and addresses of the initial managers who shall continue to serve until replaced by the members is set forth below as follows:

J. Robert Cataldo and Arlette Cataldo  
88 N.E. 168<sup>th</sup> Street  
North Miami Beach, Florida 33162

**NINTH:** No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**TENTH:** Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of all of the members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in his representative capacity as the duly appointed representative of all of the members of this Company on this 7 day of October, 1998.

  
Theodore J. Klein,  
Member Representative

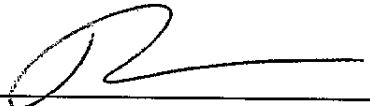
**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, it is submitted that Cataldo Holdings, L.C., desiring to organize under the laws of the State of Florida as a limited liability company, has named Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162, as its agent to accept

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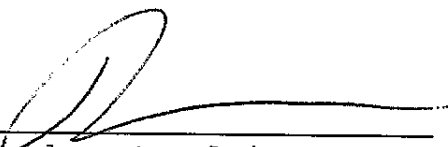
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service of process within Florida (registered agent).

  
Theodore J. Klein,  
Member Representative

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated Florida limited liability company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 7 day of October, 1998, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.

  
Theodore J. Klein, Esq.,  
Registered Agent

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Affidavit of Capital Contributions Attached To  
Articles of Organization  
of  
CATALDO HOLDINGS, L.C.

Pursuant to Section 608.407(2), F.S., the undersigned, being the authorized representative of all of the Members of Cataldo Holdings, L.C., a Florida limited liability company formed hereunder (the "Company"), who, upon being duly sworn, certifies the following:

1. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

2. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

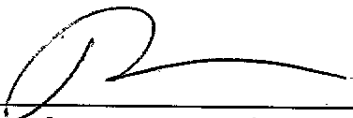
- Cash of \$11,000.00

3. There have been no contributions to the Company made by the members other than as stated in the preceding paragraphs of this Affidavit.

4. The above named limited liability company has at least one member  
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the authorized representative of the members of the Company, declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

Dated October 7, 1998.

  
\_\_\_\_\_  
Theodore J. Klein, as the  
authorized representative of  
the members

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