

L98000002520

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: Rogers & Company of Florida, LLC
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

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****285.00 ****285.00

FROM: Stephen M. Musco

Name (Printed or typed)

1549 Ringling Blvd., Suite 602

Address

Sarasota, FL 34236

City, State & Zip

(941) 366-8711

Daytime Telephone number

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Notary	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W980000023018



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1998

STEPHEN M. MUSCO
1549 RINGLING BLVD., SUITE 602
SARASOTA, FL 34236

SUBJECT: ROGERS & COMPANY OF FLORIDA, LLC
Ref. Number: W98000023018

We have received your document for ROGERS & COMPANY OF FLORIDA, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00050278

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY

I, the undersigned, do hereby establish this Limited Liability Company for profit and for the purposes expressed herein.

ARTICLE I - NAME

The name of the Limited Liability Company is:
ROGERS & COMPANY OF FLORIDA, LLC..

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1549 Ringling Boulevard, Suite 602, Sarasota, Florida 34236.

ARTICLE III - DURATION

The period of duration for Limited Liability Company is perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by the members, and the names and addresses of the managing members are;

Stephen M. Musco
1549 Ringling Boulevard
Suite 602
Sarasota, Florida 34236

Eric J. Rogers
100 East Old Country Road
Mineola, New York 11501

ARTICLE V - ADMISSION OF ADDITIONAL
MEMBERS

Additional members will be admitted by a majority

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TALLAHASSEE, FLORIDA

vote of all members proportionate to their ownership percentage then existing.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

Existing members have the right to continue operating the business on behalf of any member terminated for any reason, including but not limited to, death, retirement, resignation, expulsion, bankruptcy, or dissolution of the company. Existing members will continue to account for any terminated member's interest in his or her behalf until the interest is transferred.

ARTICLE VII - REGISTERED AGENT

The name and address of the Registered Agent is

Stephen M. Musco
1549 Ringling Boulevard
Suite 602
Sarasota, Florida 34236

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TALLAHASSEE, FLORIDA

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STEPHEN M. MUSCO

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, OR 608507, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

3.

1.) The name of the limited liability company is:
ROGERS & COMPANY OF FLORIDA, LLC..

2.) The name and address of the registered agent and
office are: Stephen M. Musco, 1549 Ringling Boulevard,
Suite 602, Sarasota, Florida 34236.

Having been named as registered agent and to accept
service of process for the above stated limited liability
company at the place designated in this certificate, 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.


STEPHEN M. MUSCO

10/6/98
(DATE)

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STATE
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally
appeared STEPHEN M. MUSCO, who, upon being sworn, deposes
and says that:

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


2.) The total amount of cash collectively contributed by the

4.

members is One Thousand Dollars (\$1,000.00).

3.) If any, the agreed value of property other than cash contributed by the members is Ten Thousand Dollars (\$10,000.00). A description of the property appears on "Schedule A" attached hereto.

4.) The total amount of cash or property anticipated to be contributed by the members is Eleven Thousand Dollars (\$11,000.00). This total includes the respective amounts mentioned in paragraphs 2, and 3, above.


STEPHEN M. MUSCO

SWORN TO and SUBSCRIBED before me by STEPHEN M. MUSCO who is personally known to me, this 10th of October 1998.

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TALLAHASSEE, FLORIDA




NOTARY PUBLIC

Linda Gillette

My Commission Expires: June 22, 1999

ROGERS & COMPANY OF FLORIDA, LLC
ATTACHMENT A

Total amount of property to be contributed has an agreed upon value of \$10,000.00, and consists of desk, chairs, computer, printer, and other various office equipment.

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