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From-RUDEN MC CLOSKY 98-Nov-30 12:41pm

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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, CONTACT: LISA A LANGUE MAKE! SHAFFER

ACCT#: 076077000521

FAX #: (954)764~4996

PHONE: (954) 761-2910

NAME: NORTH AMERICAN HOLDINGS AND INVESTMENT, L.L.

AUDIT NUMBER..... H98000022197 DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..O

PAGES..... DEL.METHOD..

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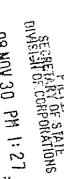
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ARTICLES OF ORGANIZATION OF

NORTH AMERICAN HOLDINGS AND INVESTMENT, L.L.C., a Florida Limited Liability Company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:



- 1. NAME. The name of the Limited Liability Company is North American Holdings and Investment, L.L.C. (the "Company").
- 2. <u>PERIOD OF DURATION</u>. The period of duration of the Company shall be perpetual.
- 3. <u>PURPOSE</u>. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
- 4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 3221 N.W. 61st Street, Boca Raton, Florida 33496.
- 5. <u>REGISTERED AGENT</u>. The name and address of the initial registered agent for the Company is: Gary Rack, 3221 N.W. 61st Street, Boca Raton, Florida 33496.
- 6. <u>ADDITIONAL MEMBERS</u>. Members may admit additional members upon the consent of a majority in interest of the then existing members.

Prepared by:

Denise J. Ganz, Esq., FL Bar # 0522848 Ruden, McClosky, et al, P.O. Box 1900

Fr. Lauderdale, FL 33301

Phone: 954-764-6660 Fax: 954-764-4996

FA#: H98-22197 PTL:373905:1

- 7. <u>CONTINUITY OF BUSINESS</u>. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of a majority in interest of the remaining members.
- 8. MANAGEMENT. The management of the Company shall be reserved to its members. The name and address of the sole managing member is:

Member

Address

Gary Rack

3221 N.W. 61st Street Boca Raton, Florida 33496

The undersigned has executed these Articles of Organization on the 27th day of News

1998.

NORTH AMERICAN HOLDINGS AND

Gary Rack, Sole Managing Member

Prepared by:

Denise J. Ganz, Esq., FL Bar # 0522848

Ruden, McClosky, et al, PO. Box 1900

Fr Lauderdale, FL 33301

Phone: 954-764-6660 Fax: 954-764-4996

FA#: H98-22197

PTL:373905:1

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of North American Holdings and Investment, L.L.C. deposes and says:

- 1. The above named limited liability company has at least one member.
- The total amount of cash contributed by the members is \$100.00.

3. No property other than cash is being contributed by the members.

4. Additional cash in the amount of approximately \$300,000 is anticipated to be contributed members. by the members.

Gary Rack, Sole Managing 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.)

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: North American Holdings and Investment, L.L.C.
 - The name and address of the registered agent and office is:

Gary Rack 3221 N.W. 61st Street Boca Raton, Florida 33496 OI VISHIN OF DONPOR

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 its capacity. I further agree to comply with the provisions of all statues 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.

Gary Rack

Registered Agent

(Date)

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