

L9800003143

NEW OFFICES  
STEIN, ROSENBERG & WINIKOFF  
*Professional Association*  
SEVENTH FLOOR  
4875 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN  
ARTHUR R. ROSENBERG  
JEFFREY A. WINIKOFF  
GARY M. MILLER  
CRAIG D. STEIN  
OF COUNSEL:  
KURT D. ZIMMERMAN, P.A.  
HAROLD S. BOFSHEVER

November 11, 1998

(954) 772-5151  
FAX (954) 772-4224

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200002689572--0  
-11/17/98--01057--008  
\*\*\*\*346.25 \*\*\*\*346.25

Re: Kramer, L.L.C.

Dear Sir or Madam:

Enclosed herein for filing is an original and one (1) copy the following documents regarding the above-referenced limited liability company:

1. Articles of Organization; and
2. Acceptance by Registered Agent.

I have also enclosed a check in the amount \$346.25 representing the filing fee of the company and designation of registered agent, the fee for receiving a certified copy of the Articles and certificate of status in connection with this matter.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

*Arthur R. Rosenberg*

ARTHUR R. ROSENBERG

ARR/dc  
Enclosures

L98-3143

Name	✓ 12/11
Availability	✓
Document Examiner	✓
Updater	✓
Verifier	✓
Acknowledgement	✓
W. P. Verifier	✓



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 19, 1998

ARTHUR R. ROSENBERG  
STEN, ROSENBERG & WINIKOFF  
4875 NORTH FEDERAL HIGHWAY, 7TH FLOOR  
FORT LAUDERDALE, FL 33308

SUBJECT: KRAMER, L.L.C.  
Ref. Number: W98000026178

We have received your document for KRAMER, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 398A00055706

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 11 PM 1:00

LAW OFFICES  
**STEIN, ROSENBERG & WINKOFF**  
*Professional Association*

SEVENTH FLOOR  
4875 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN  
ARTHUR R. ROSENBERG  
JEFFREY A. WINKOFF  
GARY M. MILLER  
CRAIG D. STEIN  
OF COUNSEL:  
KURT D. ZIMMERMAN, P.A.  
HAROLD S. BOFSHEVER

December 8, 1998

(954) 772-5151  
FAX (954) 772-4224

Attention: Tammi Cline  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **Stanles, L.L.C.**  
Letter No.: **398A00055706**

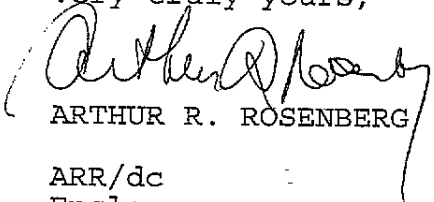
Dear Ms. Cline:

Pursuant to your correspondence of November 19, 1998, enclosed herein for filing is an original and one (1) copy the following documents regarding the above-referenced limited liability company:

1. Articles of Organization;
2. Acceptance by Registered Agent; and
3. Affidavit.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

  
ARTHUR R. ROSENBERG

ARR/dc  
Enclosures

a\arr\k\kramer\state.lt2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 11 PM 1:00

# ARTICLES OF ORGANIZATION FOR

STANLES, L.L.C.

## A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute, Section 608.401 et. seq., entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **NAME.** The name of this company shall be **STANLES, L.L.C.**
2. **DURATION/CONTINUATION.** The period of this Company's duration shall be Perpetual, unless terminated by the written agreement of two thirds of all members or upon the occurrence of any other event which terminates the continued membership of a member pursuant to Regulations adopted by the Company.
3. The address of the principal office of the Company is 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.
4. The mailing address of the Company is 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.
5. **REGISTERED AGENT AND OFFICE.** The name and street address of the initial registered agent and office for the Company is as follows: **ARTHUR R. ROSENBERG**, located at 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.
6. **ADMISSION OF ADDITIONAL MEMBERS:** Additional members may be admitted upon the approval of two-thirds of the members of the Company, upon the submission of a written application by such new Member, in the manner set forth in the Regulations of the Company.
7. **RIGHT TO CONTINUE BUSINESS.** The remaining members may continue the Company on 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, pursuant to Regulations or Bylaws adopted by the Members.
8. **MANAGEMENT OF THE COMPANY.** The business of the Company shall be managed by its members. The names and addresses of the Members are:

NAMES	ADDRESSES
A. STANLEY KRAMER	180 East 79th Street New York, NY 10021
B. LESLIE KRAMER	180 East 79th Street New York, NY 10021

9. **PURPOSE OF COMPANY.** The Company is being formed to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

98 DEC 11 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

10. **REGULATIONS OF COMPANY.** The members may adopt such Regulations governing the operations, and management of the Company, the admission of new members, the transfer of a member's interest and the termination of member(s). The members shall have the power to adopt, alter, amend or repeal the regulations of the Company, unless vested in the Manager(s) of the company by these Articles or any amendments made hereto. Regulations adopted by the Members or by the Manager(s) 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(s).

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(s) or if managed by the Members, by any Member of this Company, 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 Regulations.

13. **WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL.**

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

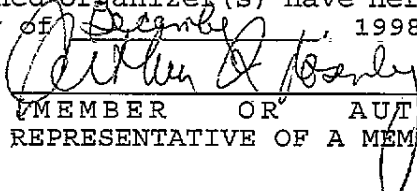
(i) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;

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

(iii) these articles of organization are canceled or so amended as to permit the withdrawal.

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

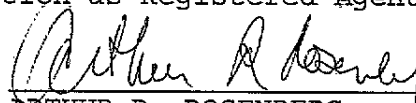
IN WITNESS WHEREOF, the undersigned Organizer(s) have hereunto set their hands and seals this 4th day of December, 1998.

  
[MEMBER OR AUTHORIZED  
REPRESENTATIVE OF A MEMBER]

98 DEC 11 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ACCEPTANCE BY REGISTER AGENT**

Having been named as Registered Agent 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.

  
ARTHUR R. ROSENBERG

arr\k\kramer\kramer.llc

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

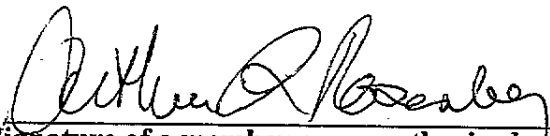
Person granted pursuant to the Regulations and By-Laws adopted.

98 DEC 11 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Stanley, L.L.C.  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_ ;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100,000 .

  
Signature of a member or an authorized representative of a 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.)

Arthur B. Rosenberg  
Typed or printed name of signee

**Filing Fee: \$250.00 for Articles and Affidavit**