

L98000003199



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 065470 81902A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 15, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 065470-005

CUSTOMER NO: 81902A

CUSTOMER: Blake M. Harmon, Esq.
PATTERSON & HARMON, P.A.
PATTERSON & HARMON, P.A.
Suite 201
665 S.e. 10th Street
Deerfield Beach, FL 33441

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DOMESTIC FILING

NAME: MIROCAL FAMILY L.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: Janna Wilson

EXAMINER'S INITIALS:

Name	
Availability	
Document Examiner	
Updater	
U. dater	
Verifier	
Acknowledgement	
P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 15 PM 2:29

RECEIVED
98 DEC 15 AM 11:32

LAW OFFICES
PATTERSON & HARMON, P.A.

GEORGE A. PATTERSON
BLAKE M. HARMON

SUITE 201
665 SOUTHEAST 10TH STREET
DEERFIELD BEACH, FLORIDA 33441-5684
TELEPHONE (954) 421-7700
FAX (954) 421-7956

December 14, 1998

HAND DELIVERED

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

RE: Mirocal Family L.L.C.
Our File No. 14,555

Dear Sir or Madam:

Enclosed herewith please find the following items
pertaining to the formation of the above-referenced limited
liability company:

1. Original and one (1) copy of Articles of Organization.
2. Original and one (1) copy of Statement Designating
Agent and Office of Mirocal Family L.L.C.
3. Original and one (1) copy of Affidavit of Membership
and Contributions of Mirocal Family L.L.C.
4. Our firm's check #22179 payable to Secretary of State -
Division of Corporations in the amount of \$337.50
representing the filing fee of \$285.00 plus \$52.50 for
a certified copy of the enclosed documents.

Please file the enclosed Articles of Organization and return
a certified copy of same to the undersigned along with an invoice
for your services.

Thank you for your assistance herewith.

Very truly yours,


BLAKE M. HARMON

BMH/
Enclosure

**ARTICLES OF ORGANIZATION
OF
MIROCAL FAMILY L.L.C.**

98 DEC 15 PM 2:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I - NAME

The name of the Limited Liability Company is **MIROCAL FAMILY L.L.C.**

ARTICLE II - DURATION

The Limited Liability Company's period of duration shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company shall be 750 E. Sample Road, Pompano Beach, Florida 33064.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name of the Limited Liability Company's initial registered agent is **MICHAEL BROWN** and the street address of said registered agent is 6966 N.W. 66th Avenue, Parkland, Florida 33067.

ARTICLE V - ADDITIONAL MEMBERS

The members of the Limited Liability Company may not admit additional members except by the unanimous vote of the entire membership.

**ARTICLE VI - DEATH, RESIGNATION, EXPULSION
BANKRUPTCY, OR DISSOLUTION OF A MEMBER**

In the event of 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, the remaining Members of the Limited Liability Company shall continue the Limited Liability Company if, by majority vote, they elect to do so.

ARTICLE VII - PURPOSE

The Limited Liability Company is organized to transact any and all lawful business for which a limited liability company may be organized under Florida law.

ARTICLE VIII - MANAGEMENT

A. This Limited Liability Company shall be managed by three (3) managers. The names and addresses of such Managers who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualify are:

<u>Names</u>	<u>Address</u>
Lawrence Brown	4615 N.W. 58th Avenue Coral Springs, FL 33067
Judy Brown	4615 N.W. 58th Avenue Coral Springs, FL 33067
Candy Spada	750 E. Sample Road Pompano Beach, FL 33064

B. The Managers shall have the right to vote as to the management and conduct of the business of the Limited Liability Company as follows:

<u>Names</u>	<u>Number of Votes</u>
Lawrence Brown	1
Judy Brown	1
Candy Spada	1

C. At the first annual meeting of Members and at each annual meeting thereafter, the Members shall elect Managers to hold office until the next succeeding annual meeting, except if there has been a classification of Members. Each Manager shall hold office for the term which he is elected and until his successor has been elected and qualified.

D. Any vacancies occurring in the group of Managers shall be filled by written agreement of a majority of the remaining Managers. A manager chosen to fill a vacancy shall serve the unexpired term of his predecessor in office. Any Manager's position to be filled by reason of an increase in the number of Managers shall be filled by written agreement of a majority of the Managers then in office or by election at an annual meeting

or at a special meeting of Members called for that purpose. A Manager chosen to fill a position resulting from an increase in the number of Managers shall hold office until the next annual meeting of Members and until his successor has been elected and qualified.

E. At a meeting called expressly for that purpose, all Managers or any lesser number may be removed, with or without cause, in the manner provided in the Bylaws. If the Bylaws do not provide for the removal of Managers with or without cause, then all Managers or any lesser number may be removed with or without cause by a unanimous vote of the Members then entitled to vote at an election of Managers.

F.(1) The Limited Liability Company shall indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he is or was a Manager if: (i) He conducted himself in good faith; (ii) He reasonably believed: (a) In the case of conduct in his official capacity, that his conduct was in the Limited Liability Company's best interests; or (b) In all other cases, that his conduct was at least not opposed to the Limited Liability Company's best interests; and (iii) In the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful.

(2) The Limited Liability Company shall indemnify a Manager of the Limited Liability Company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

(3) A Manager who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

(4) The Limited Liability Company shall pay for or reimburse the reasonable expenses incurred by a Manager who is a party to a proceeding in advance of the final disposition of the proceeding if: (i) the Manager furnishes the Limited Liability Company a written affirmation of his good-faith belief that he has met the standard of conduct required; (ii) the Manager furnishes the company a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification.

(5) Any indemnification of or advance of expenses to a Manager in accordance with this section, if arising out of a proceeding by or on behalf of the Limited Liability Company, shall be reported in writing to the Members with or before the notice of the next Members' meeting.

C. With respect to all matters of the Limited Liability Company requiring a vote of the members, each Member's vote shall be weighted in proportion to the Member's respective capital account.

ARTICLE IX - NO LIABILITY OF MEMBERS

Neither the Members of the Limited Liability Company nor the Officers of the Limited Liability Company shall be liable under a judgment, decree or other of a court, or in any other manner, for a debt, obligation, or liability of the Limited Liability Company.

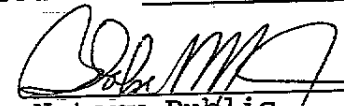
IN WITNESS WHEREOF, the Members of the Limited Liability Company have hereunto affixed their hand and seal, this 8TH day of December, 1998.



MICHAEL BROWN

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 8TH day of December, 1998, by MICHAEL BROWN ✓ who is personally known to me or who has produced as identification.



Notary Public

My Commission Expires:



Blake M. Harmon
MY COMMISSION # CC497716 EXPIRES
January 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
OF
MIROCAL FAMILY L.L.C.

STATE OF FLORIDA
COUNTY OF BROWARD

Pursuant to Sections 608.415 and 608.407(1)(d), Florida Statutes, the Limited Liability Company identified below submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is MIROCAL FAMILY L.L.C.
2. The name of the registered agent for MIROCAL FAMILY L.L.C. is MICHAEL BROWN and the street address of the Limited Liability Company's registered office where the agent is located is 750 E. Sample Road, Pompano Beach, Florida 33064.
3. This statement is to acknowledge that, as indicated above, MIROCAL FAMILY L.L.C. has appointed me, MICHAEL BROWN, as its registered agent to accept service of process for the Limited Liability Company at the place designated above in this certificate. I accept this 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.

Dated this 8TH day of December, 1998.



MICHAEL BROWN

THE FOREGOING INSTRUMENT was acknowledged before me this 8TH day of December, 1998, by MICHAEL BROWN, as registered agent on behalf of MIROCAL FAMILY L.L.C., a Limited Liability Company. He ✓ is personally known to me or _____ has produced _____ as identification.



Notary Public

My Commission Expires:



Blake M. Harmon
MY COMMISSION # CC497716 EXPIRES
January 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
MIROCAL FAMILY L.L.C.

STATE OF FLORIDA
COUNTY OF BROWARD

In compliance with Section 608.407(2), the undersigned member of **MIROCAL FAMILY L.L.C.**, deposes and says:

1. The Limited Liability Company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is Three Thousand (\$3,000.00) Dollars which said amount was contributed by the members in the following respective amounts:

MICHAEL BROWN	\$2,700.00
ROBERT BROWN	300.00
TOTAL	\$3,000.00

3. The total amount of non-cash property contributed by the members to date is zero (\$0.00).

4. The total amount of cash or property anticipated to be contributed by the members is Five Thousand (\$5,000.00) Dollars which said amount will be contributed by the members in the following respective amounts:

MICHAEL BROWN	\$ 4,500.00
ROBERT BROWN	500.00
TOTAL	\$ 5,000.00

The above total includes the amount from paragraph 2 above.



MICHAEL BROWN

The foregoing instrument was acknowledged before me this 8th day of DECEMBER, 1998, by MICHAEL BROWN, as a member of MIROCAL FAMILY L.L.C., a limited liability company. He is personally known to me or has produced personally known as identification.



Notary Public

My Commission Expires:



Blake M. Harmon
MY COMMISSION # CC487716 EXPIRES
January 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.