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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

CLINTON ASSOCIATES LIMITED COMPANY

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Page Count	05	Charge
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ARTICLES OF ORGANIZATION

OF
CLINTON ASSOCIATES LIMITED COMPANY

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes:

ARTICLE I

The name of the limited liability company shall be Clinton Associates Limited Company.

ARTICLE II

This limited liability company shall commence existence on the date of execution of these Articles and shall continue for a period of thirty (30) years from that date or until dissolved by the members as set forth in Article X.

ARTICLE III

The mailing address of this limited liability company is c/o Norman A. Eliot, Suite 605, 9400 South Dadeland Boulevard, Miami, Florida 33156, and the street address of the principal office of this limited liability company is Suite 605, 9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company in the State of Florida shall be Norman A. Eliot, Suite 605, 9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE V

The members shall have the right to admit additional members to this limited liability company upon the unanimous vote of the existing members, subject to such terms and conditions as the existing members may determine by unanimous vote.

ARTICLE VI

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, the limited liability company shall be dissolved unless the remaining members agree to continue the business of the limited liability company by majority vote.

This Instrument Prepared By:
William L. Sax, Esq.
8180 N.W. 36 Street, Suite 100
Miami, FL 33166
Telephone (305) 591-1040
Florida Bar #120845

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ARTICLE VII

The management of the limited liability company is reserved to the members. At any meeting of members or in connection with any other matter requiring or permitting action by the members of this limited liability company, the members shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the initial members are as follows:

Joshua J. Segal
8613 S.W. 79th Place
Miami, FL 33143

Judy Segal
201 W 70th Street #15G
New York, NY 10023

Richard Segal
9690 South 1300 East
Suite 220
Salt Lake City, Utah 84094

Additionally, this limited liability company is authorized to appoint officers, including a President, Vice-President(s), Treasurer, Secretary, Managing Member(s) and Assistants thereto. If this limited liability company appoints officers, they shall perform such duties and exercise such powers as is commonly conferred on such positions. In connection therewith, they are hereby authorized to execute instruments and documents providing for the acquisition, mortgage or disposition of property of this limited liability company.

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ARTICLE VIII

This limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida. This limited liability company may adopt regulations, consistent with these articles of organization, which provide for the management and regulation of the affairs of the company and which set forth the relationships of the members.

ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property (i) originally contributed to this limited liability company, (ii) subsequently acquired by the company by purchase or otherwise or (iii) acquired with funds of the company shall be property of this limited liability company. Instruments and documents providing for the acquisition, mortgage or disposition of property of this limited liability company shall be valid and binding upon the company if they are executed by either (i) any member of the company or (ii) such other person or persons as may be authorized in these articles of organization or the regulations to execute such documents on behalf of the company.

ARTICLE X

This limited liability company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified in Article II.

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(2) The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided for in Article VI.

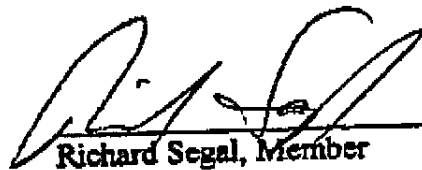
(3) The unanimous agreement of the members.

ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization, affirming under the penalties of perjury that the facts stated therein are true, this 23 day of December, 1998.

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Richard Segal, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent in the foregoing Articles Of Organization, at the registered office designated therein, I hereby (i) accept the appointment as Registered Agent, (ii) state that I am familiar with and accept the obligations of that position and (iii) agree to comply with the provisions of Florida law relative to keeping open said office.


Norman A. Eliot, Registered Agent

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