

L99000000322

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

2690, L.C.

~~Rae-mel Limited, L.C.~~

W98-29084

00789-00727-02744-00671

name - Affidavit

00789-00544-01127-00671

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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| Name Availability |
| Document Examiner |
| Updater           |
| Updater Verifier  |
| Acknowledgement   |
| W. P. Verifier    |

Signature \_\_\_\_\_

Requested by: CD

Name \_\_\_\_\_

Date 12-29-98

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

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| _____                               | Art of Inc. File   |
| _____                               | LTD Partnership File   |
| _____                               | Foreign Corp. File   |
| <input checked="" type="checkbox"/> | L.C. File <u>Cert</u>  |
| _____                               | Fictitious Name File   |
| _____                               | Trade/Service Mark   |
| _____                               | Merger File  |
| _____                               | Art. of Amend <u>500002724965--0</u><br><u>-12/29/98-01057-007</u> |
| _____                               | RA Resignation <u>****346.25</u> <u>****346.25</u>                 |
| _____                               | Dissolution / Withdrawal   |
| _____                               | Annual Report / Reinstatement                                      |
| <input checked="" type="checkbox"/> | Cert. Copy   |
| _____                               | Photo Copy   |
| <input checked="" type="checkbox"/> | Certificate of Good Standing                                       |
| _____                               | Certificate of Status  |
| _____                               | Certificate of Fictitious Name                                     |
| _____                               | Corp Record Search   |
| _____                               | Officer Search   |
| _____                               | Fictitious Search  |
| _____                               | Fictitious Owner Search  |
| _____                               | Vehicle Search   |
| _____                               | Driving Record   |
| _____                               | UCC 1 or 3 File  |
| _____                               | UCC 11 Search  |
| _____                               | UCC 11 Retrieval   |
| _____                               | Courier  |

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 29, 1998

CAPITAL CONNECTION, INC.

SUBJECT: RAE-MEL LIMITED, L.C.  
Ref. Number: W98000029084

We have received your document for RAE-MEL LIMITED, 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 of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 198A00060836



December 31, 1998

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: New Limited Liability Company - Rae-Mel, L.C.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization for a new limited liability company, Rae-Mel, L.C. The original filing of these documents was refused pursuant to the enclosed letter. We previously sent to you a check in the amount of \$346.25, which includes \$285.00 for the new limited liability company filing fee, \$52.50 for a certified copy of the Articles of Organization, and \$8.75 for a certificate of status. Please file the Articles of Organization as soon as possible and return to me the certified copy of the Articles of Organization and certificate of status at the address shown below.

Thank you for your prompt attention to this matter. Please contact me immediately at (561) 852-2955 if you have any questions regarding anything contained herein.

Sincerely,

William L. Epstein  
Vice President of Legal Affairs  
General Counsel

WLE/abs  
Enclosures

## ARTICLES OF ORGANIZATION

OF

2690, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

### Article 1 - Name

The name of this limited liability company is 2690 L.C. (the "Company").

### Article 2 - Duration

The period of the Company's duration shall be perpetual, unless terminated sooner due to the occurrence of any of the events specified in the Regulations or in Florida Statutes, Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

### Article 3 - Mailing Address and Street Address

The mailing address and street address of the Company's principal office is 7777 W. Glades Road, Suite 100, Boca Raton, FL 33434.

### Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is William L. Epstein. The street address of the initial registered agent of the Company is 7777 W. Glades Road, Suite 100, Boca Raton, FL 33434.

### Article 5 - Additional Members

Additional members to the Company may not be admitted.

### Article 6 - Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, is subject to a petition in bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Article 7 - Management of the Company

The Company will be managed by managers and a management committee, as further provided in the Company's Regulations. The only parties authorized to bind the Company are the Managers. The following persons will initially be the managers:

- |  |  |
|--|--|
| A. Herbert Gimelstob<br>(President)<br>4330 Live Oak Blvd.<br>Delray Beach, FL 33445                                   | B. Elaine Gimelstob<br>(Vice President)<br>4330 Live Oak Blvd.<br>Delray Beach, FL 33445           |
| C. Marc D. Hopin<br>(Vice President, Treasurer, Secretary)<br>2196 NW. 59 <sup>th</sup> Street<br>Boca Raton, FL 33496 | D. William L. Epstein<br>(Vice President)<br>6513 NW. 78 <sup>th</sup> Drive<br>Parkland, FL 33067 |

Article 8 - Regulations

The Members, upon joint agreement, shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 - Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 31<sup>st</sup> day of December, 1998.

ALBERT PERLMAN TRUSTEE  
DEBRA B MOCHAN TRUSTEE  
RACHEL MOCHAN 1997 TRUST

By: Albert Perlman  
ALBERT PERLMAN  
Its Co-Trustee

ALBERT PERLMAN TRUSTEE  
DEBRA B MOCHAN TRUSTEE  
MELANIE MOCHAN 1997 TRUST

By: Albert Perlman  
ALBERT PERLMAN  
Its Co-Trustee

ALBERT PERLMAN TRUSTEE  
HERBERT GIMELSTOB TRUST  
U/A 11/25/97

By: Albert Perlman  
ALBERT PERLMAN  
Its Trustee

Herbert Gimelstob  
HERBERT GIMELSTOB

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared William L. Epstein, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Organization, and he did freely and voluntarily acknowledge before me according to law that he has authorized said Company to name him as its initial Registered Agent for the purposes mentioned and set forth in Article 4. He did further agree to comply with the provisions of Section 608.415 Florida Statutes (1993), all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
Print Name: William L. Epstein

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 31st day of December, 1998.



  
Notary Public, State of Florida

Printed Name: Marilyn Altman

My Commission Expires:

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**OF**

**2690, L.C.**

The undersigned member or authorized representative of a member deposes and says:

- 1) the above-named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$1,000.00.  
This total includes amounts from 2 and 3 above.



HERBERT GIMELSTOB

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.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**2690, L.C.**

The foregoing Affidavit of Membership and Contributions of  
was subscribed before me this 28<sup>th</sup> day of December, 1998, by Herbert Gimelstob, who is  
personally known to me and who did take an oath.

  
Notary Public, State of Florida

Printed Name: MARILYN ALTMAN

My Commission Expires:



**MARILYN ALTMAN**  
COMMISSION # CC 423410  
EXPIRES JAN 3, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.