

LAW OFFICES OF FREDERICK C. KRAMER

Suite 201 • SunTrust Building • 950 North Collier Boulevard
Marco Island, Florida 34145

Frederick C. Kramer
Clifton W. Sherrill
Stephen R. Ostrow*

*Also Admitted in N.Y.

Telephone (941) 394-8192
Facsimile (941) 642-0006
E-Mail milaw@worldnet.att.net

L990000000469

December 18, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002720373--3
-12/23/98-01028-018
****122.50 *****78.75
122.50


Re: Filing Articles of Incorporation for
MARCLEX CAPITAL, L.C.

Dear Sir:

Enclosed please find the Articles of Incorporation for MARCLEX CAPITAL, L.C.,
together with a check in the amount of \$122.50 made payable to your order to cover filing related
fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,


Frederick C. Kramer

FILED
99 JAN 27 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	FCK/smp
Available	Enclosures
cc:	Marelex Capital, L.C.
Document	
Examined	EX98-018 DCC
Updater	DCC
Updater	
verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

L990000000469

L99000000040

LAW OFFICES OF FREDERICK C. KRAMER

Suite 201 • SunTrust Building • 950 North Collier Boulevard
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*Also Admitted in New York

January 21, 1999

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

Re: Filing Articles of Incorporation for
MARCLEX CAPITAL, L.C.
Your Ref: W99000000040

Dear Sir:

Enclosed please find our check in the amount of \$215.00 made payable to your order to cover the filing fees, registered agent designation fee and fee for certified copy of the articles of incorporation for MARCLEX CAPITAL, L.C. You are already in possession of the articles of incorporation and our check in the amount of \$122.50. The total filing fees are broken down as follows:

Articles of Incorporation:	\$ 250.00
Registered Agent designation:	35.00
Certified copy:	<u>52.50</u>
Total filing fees:	\$ 337.50
Less check previously submitted:	- <u>122.50</u> Credit
Total amount due:	\$ 215.00

Also enclosed is a copy of your cover letter of January 4, 1999. I trust that everything is now in order.

Thank you for your time and consideration.

300002720373--3

-01/22/99--01090--005

****215.00 ****215.00

Very truly yours,


Frederick C. Kramer

FCK/smp
Enclosure
cc: Marclex Capital, L.C.
BA98-018



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1999

FREDERICK C. KRAMER
SUITE 201, SUNTRUST BUILDING
950 NORTH COLLIER BOULEVARD
MARCO ISLAND, FL 34145

SUBJECT: MARCLEX CAPITAL, L.C.
Ref. Number: W99000000040

We have received your document for MARCLEX CAPITAL, L.C. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 799A00000054

ARTICLES OF ORGANIZATION

FOR

MARCLEX CAPITAL, L.C.

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608 entitled to Florida Limited Liability Company Act, does hereby adopt the following articles of organization for such company:

1. **Name.** The name of the company shall be MARCLEX CAPITAL, L.C.
2. **Duration.** The period of the company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these articles of organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing and street address of the company is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for the company is as follows:

Frederick C. Kramer 950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional members may be admitted upon the approval of each of the members of the company, upon the written application of such new member, in the manner set forth in the bylaws of the company.
6. **Right to Continue Business.** The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. **Management of Company.** The business of the company shall be managed by a manager. The name and address of the initial manager who is to serve until the first annual meeting of members, at which time his successor is elected, is:

John V. Boardman, Jr. 452 Barcelona Court
Marco Island, Florida 34145

8. **Amendment of Articles of Organization.** Any amendment to these articles of organization shall be in accordance with Florida Statutes Chapter 608 and shall be filed with the Florida Department of State.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members unless vested in the managers of the company by any amendments of the articles of organization. Regulations adopted by the members or by the managers 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 managers.

10. **Informal Action of Members.** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

11. **Contracting Debt.** Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of the company except by the manager, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a member of the company may be transferred or assigned to such extent and in the manner provided in the operating agreement. However, if all of the remaining members of the company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

13. **Withdrawal or Reduction of Member's Contributions to Capital.** A member shall not receive out of the company property any part of his contribution to capital until:

- (a) 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,
- (b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded,

- (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.


A member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set his hand and seal this 17 day of December, 1998.

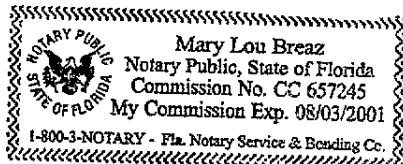

JOHN V. BOARDMAN, JR.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17 day of December, 1998, by JOHN V. BOARDMAN, JR., who is personally known to me or who has produced Driver's License as identification.


Notary Public
State of Florida

My commission expires:



FILED
JAN 27 PM 12:28
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Having been named as registered agent and 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.


FREDERICK C. KRAMER

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF COLLIER

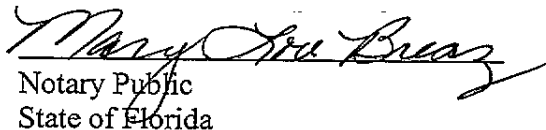
Before the undersigned authority personally appeared JOHN V. BOARDMAN, JR., who on oath says:

1. He is a member of MARCLEX CAPITAL, L.C.
2. MARCLEX CAPITAL, L.C. has at least two members.
3. The amount of the cash contributed by the members is \$1,000.00.
4. No property other than cash is being contributed by the members.
5. Presently, no further contributions of cash or other property is anticipated.

Further affiant sayeth naught.


JOHN V. BOARDMAN, JR.

The foregoing instrument was acknowledged before me this 12 day of December, 1998, by JOHN V. BOARDMAN, JR., who is personally known to me or who has produced Driver's License as identification.


Notary Public
State of Florida

My commission expires:

