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LIMITED LIABILITY COMPANY

BARTH FAMILY LLC

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Articles of Organization
OF

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BARTH FAMILY LLC

ARTICLE I - NAME

The name of this company is: BARTH FAMILY LLC

ARTICLE II - DURATION

This company shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV - MEMBER CERTIFICATES

This Company is authorized to issue Certificates of Beneficial Interest with no-par value.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is: 5432 NW 1st Ave., Ft. Lauderdale, FL 33309

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is: JOSEPH A. VECCHIO, JR., and the street address of the initial registered office of this Limited Liability Company in the State of Florida is: PENTHOUSE SUITE A, 2929 EAST COMMERCIAL BOULEVARD, FT. LAUDERDALE, FLORIDA 33308.

ARTICLE VII - INITIAL CAPITAL CONTRIBUTION

THE TOTAL INITIAL CAPITALIZATION OF Barth Family LLC is One thousand DOLLARS. Each initial member subscribes for ONE (1) certificate at the agreed capital contribution amount. Each initial member capital contribution is to be paid to the company in the sum of Five Hundred DOLLARS.

PREPARED BY:

JOSEPH A. VECCHIO, JR., ESQ., BEGGS & VECCHIO
PENTHOUSE A - 2929 E. COMMERCIAL BLVD.
FT. LAUDERDALE, FLORIDA 33308 PH: 954 772 5132
FLA. BAR 158848

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ARTICLE VIII - ADDITIONAL MEMBERS

In a manner provided by the company, additional members may be admitted to the company only upon the unanimous consent of current members, and only upon payment in full of an amount unanimously agreed to by the current members.

ARTICLE IX - MEMBERS RIGHT TO CONTINUE BUSINESS

Notwithstanding Article II, the company will automatically dissolve upon 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. In such event, the remaining members of the company shall have the right to continue the business only if there is unanimous consent of the remaining members.

ARTICLE X - MANAGEMENT OF THE COMPANY

The management of Barth Family LLC shall be vested in the members and the name and address of the managing member is Steven Barth, 1004 Basil Road, Mc Lean, VA 22101.

ARTICLE XI - AMENDMENT

The members reserve the right to amend or repeal any provisions contained in these Articles of Organization or any amendment thereto. Any right conferred upon a member is subject to this reservation. The amendment shall be signed and sworn to by all members, and an amendment adding a new member shall be signed also by the member to be added.

ARTICLE XII - REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the REGULATIONS of Barth Family LLC shall be vested in the members of the company.

ARTICLE XIII - RESTRICTION ON TRANSFER

No member may transfer or assign his interest in this limited liability company except upon unanimous consent of existing members.

ARTICLE XIV - CAPITAL CONTRIBUTION REDUCTIONS OR WITHDRAWALS

Property or cash of this company may be utilized to pay a member who has demanded his or its contribution in the manner prescribed by and provided in the REGULATIONS of the company.

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ARTICLE XV - INITIAL MEMBERS

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The initial members and organizing members of
Barth Family LLC are as follows:

NAME:
Steven Barth

ADDRESS:
1004 Basil Road
McLean, VA 22101

NAME:
Edward Barth

ADDRESS:
1530 Palisades Avenue, Apt 3133
Ft. Lee, NJ 07024

IN WITNESS WHEREOF, the undersigned subscribing members have
executed these Articles of Organization this 15 day of
January, 1999.

SB/ Steven Barth MEMBER
EB/ Edward Barth MEMBER
99 FEB - 4

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County aforesaid personally appeared
Steven Barth personally known to me
and executed the foregoing Articles of Organization and
acknowledged before me that he executed the Articles of
Organization.

WITNESS my hand and official seal in the State and County
aforesaid this 15 day of January 1999.

Barbara L. Genco
NOTARY PUBLIC

MY COMMISSION EXPIRES:

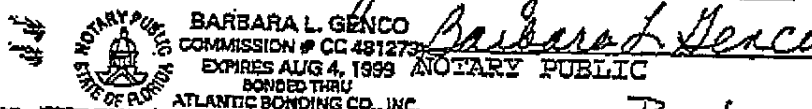
Printed Name: Barbara L. Genco



STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County aforesaid personally appeared
Edward Barth personally known to me and executed the
foregoing Articles of Organization and acknowledged before me that
he executed the Articles of Organization.

WITNESS my hand and official seal in the State and County
aforesaid this 15 day of January 1999.



MY COMMISSION EXPIRES:

Printed Name: Barbara L. Genco

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REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is:

BARTH FAMILY LLC

2. The name and address of the registered agent and office is: JOSEPH A. VECCHIO, JR., ESQ., BEGGS & VECCHIO, ATTORNEYS AT LAW, PENTHOUSE A, 2929 E. COMMERCIAL BOULEVARD, FT. LAUDERDALE, FLORIDA 33308 (BROWARD COUNTY).

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Signature: 

JOSEPH A. VECCHIO, JR.

Dated: Jan 15 1999

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STATE OF FLORIDA

COUNTY OF BROWARD

THE UNDERSIGNED member or authorized representative of a member of BARTH FAMILY LLC deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is: One Thousand DOLLARS.

3. If any, the agreed value of property other than cash contributed by member(s) is: \$ 0.00 (ZERO). A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is One Thousand DOLLARS. This total includes amounts from 2 and 3 above.

SB

STEVEN BARTH
Signature of a member of
authorized representative of 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.)

SWORN TO AND SUBSCRIBED before me by Steven Barth personally known and/or who presented known personally as identification this 15th day of January 1999.

Barbara L. Genco
NOTARY PUBLIC

MY COMMISSION EXPIRES:

BARBARA L. GENCO
COMMISSION # CC 481273
EXPIRES AUG 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC...

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