

L99000000 849

Ilene Wohlgemuth
4439 Woodfield Boulevard
Boca Raton, Florida 33434
(561) 997-1677

Florida Department of State
Sandra B. Mortham
Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
(850) 487-6051

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February 4, 1999

Dear Sir or Madam,

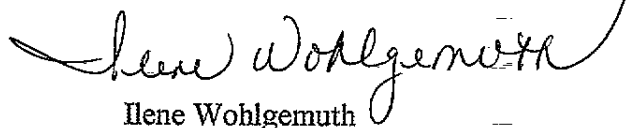
From the enclosure you can see that I originally sent these materials to you on December 23, 1998 so that I could register and record the P & I Wohlgemuth Limited Liability Company. The postal office from which I mailed this package to you failed to put adequate postage on the envelope and it was eventually (one month later) sent back to me.

I am sending you everything in its original form and am requesting that you record this LLC on or before December 30, 1998 which is what I intended. If this is possible, it would be greatly appreciated. If not, the sooner you can record this, the better!

I thank you in advance for all of your help in this matter. If you have any questions or need to speak with me please feel free to call me at the above listed number.

Name	2/15/99
Availability	Dec
Document Examiner	L
Updater	
Reviewer	
Acknowledgment	DOC
P. Verifier	DOC

Sincerely,


Ilene Wohlgemuth

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 23, 1998

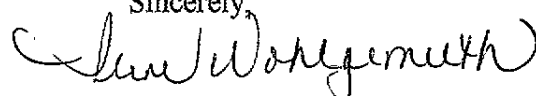
Dear Sir or Madam,

Enclosed please find:

1. Articles of Organization for P & I Wohlgemuth, L.L.C.
2. Affidavit of Membership and Contributions
3. Certificate of Designation of Registered Agent/Registered Office
4. My check #2126 in the amount of three hundred thirty seven and fifty cents (\$337.50) for:
 - Filing Fees - \$250.00
 - Designation of Registered Agent - \$35.00
 - Certified Copy - \$52.50

If you have any questions, please feel free to contact me at the above address or phone number. I will look forward to receipt of my letter of acknowledgment and my certified copy at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Ilene Wohlgemuth

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

P & I Wohlgemuth, L.L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4439 Woodfield Boulevard
Boca Raton, Florida 33434

ARTICLE III - Duration:

Until June 30, 2050 or earlier termination by its members.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

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The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Peter Wohlgemuth
4439 Woodfield Boulevard
Boca Raton, Florida 33434

Ilene Wohlgemuth
4439 Woodfield Boulevard
Boca Raton, Florida 33434



The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

A. Assignment Generally. Except as provided below, each Member covenants and agrees that he will not sell, assign, transfer, mortgage, pledge, encumber, hypothecate or otherwise dispose of all or any part of his interest in the Company to any person, firm, corporation, trust or other entity without first offering in writing to sell such interest to the Company. If the Company shall fail to accept the offer within 30 days, such interest may during the following 60 days be disposed of free of the restrictions imposed; provided, however, that the purchase price for such interest shall not be less and the terms of purchase for such interest shall not be more favorable than the purchase

price and terms of purchase that would have been applicable to the Company had the Company purchased the interest. Any interest not so disposed of within the 60-day period shall thereafter remain subject to the terms of the Operating Agreement. No assignee of a Membership Interest shall become a Member of the Company except upon the consent of a majority of the non-assigning Managers; or, if there are no non-assigning Managers, upon the consent of a majority of the non-assigning Members.

B. Gift to Family Member. A Member shall not be required to offer to sell his Membership Interest to the Company prior to transferring his Membership Interest to his spouse or any of his or her descendants, or to a trust the sole beneficiaries of which are one or more of his spouse and his descendants, provided that such transfer is by way of inter vivos gift or testamentary or intestate succession. Notwithstanding the preceding sentence, no assignee of a Membership Interest by way of inter vivos gift shall become a Member of the Company except upon the consent of a majority of the non-assigning Managers; or, if there are no non-assigning Managers, upon the consent of a majority of the non-assigning Members.

C. Transfers from Custodianships. Any Membership Interest that is held by a custodian for a minor under the laws of the State of Florida or any other state shall be fully transferrable and assignable to the minor, without an offer being made to the Company, when the minor reaches the age of termination of such custodianship under the applicable statute.

D. Absolute Prohibition. The Membership Interest of a Member, in whole or in part, or any rights to distributions therefrom, shall not be sold, exchanged, conveyed, assigned, pledged, hypothecated, subjected to a security interest or otherwise transferred or encumbered, if, as a result thereof, the Company would be terminated for federal income tax purposes in the opinion of counsel for the Company or such action would result in a violation of federal or state securities laws in the opinion of counsel for the Company.

E. Members Acquiring Membership Interest from Company. No Person, other than the initial Members, who acquires a Membership Interest from the Company shall be admitted as a Member of the Company, except upon the unanimous consent of the Members.

F. Rights of an Assignee. If an assignee of a Membership Interest is not admitted as a Member because of the failure to satisfy the requirements, such assignee shall nevertheless be entitled to receive such distributions from the Company as the assigning Member would have been entitled to receive with respect to such Membership Interest had the assigning Member retained such Membership Interest.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

A. Purchase of Certain Membership Interests.

1. If an Option Event occurs with respect to any Member (an "Option Member"), the Company shall have the option to purchase the Option Member's Membership Interest. An "Option Event" shall mean (i) the death of a Member, (ii) the inability of a Member to pay his debts

generally as they become due, (iii) any assignment by a Member for the benefit of his creditors, (iv) the filing by a Member of a voluntary petition in bankruptcy or similar insolvency proceedings, or (v) the filing against a Member of an involuntary petition in bankruptcy or similar insolvency proceeding that is not dismissed within ninety (90) days thereafter. The term "Option Member" shall include an Option Member's personal representative or trustee in bankruptcy, to the extent applicable.

2. Upon any Option Event occurring to an Option Member, the Option Member shall deliver written notice of the occurrence of such Option Event to the Company. The Company shall have the option, but not the obligation, to purchase the Option Member's Membership Interest for the fair market value of such Membership Interest. The fair market value of the interest shall be the amount that the Option Member would receive in exchange for his entire interest in the Company if the Company sold all of its assets, subject to their liabilities, at their fair market value as of the date on which the Option Event occurred and distributed the net proceeds from such sale in complete liquidation of the Company. The consent of all the Managers shall be required to authorize the exercise of such option by the Company.

3. If the foregoing option is not exercised, the business of the Company shall continue, and the Option Member shall retain his Membership Interest.

4. The fair market value of the Option Member's Membership Interest shall be determined as expeditiously as possible by a disinterested appraiser mutually selected by the Option Member and the Company (the Company's selection being made by the Managers). If the Option Member and the Company are unable to agree on a disinterested appraiser, then the Option Member and the Company shall each select a disinterested appraiser and if the disinterested appraisers selected are not able to agree as to the fair market value of the interest, then the two disinterested appraisers shall select a third disinterested appraiser who shall determine the fair market value. The determination of the fair market value of the Option Member's Membership Interest by the appraiser or appraisers shall be conclusive and binding on all parties. All costs of an appraiser mutually selected by the Option Member and the Company or the two disinterested appraisers shall be shared equally by the Option Member and the Company. All costs of an individually selected appraiser shall be borne by the parties selecting such appraiser.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of P & I Wohlgemuth, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 1,000.00 ;
\$;

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Irene Wohlgemuth

Signature of a member or an authorized representative of a 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.)

Irene Wohlgemuth

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: P & I Wohlgemuth, L.L.C.
2. The name and the Florida street address of the registered agent are:

Ilene Wohlgemuth
NAME

4439 Woodfield Boulevard
Florida street address (P.O. BOX NOT ACCEPTABLE)

Boca Raton, Florida 33434
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TALLAHASSEE, FLORIDA

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

Filing Fee: \$35 for Designation of Registered Agent