

CAPITAL CONNECTION, INC.

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

L99600001494

Cashmere Naples, LLC

300002808133-6
-03/16/99-01090-005
****337.50 ****337.50

RECEIVED
99 MAR 16 PM 12:27
DIVISION OF CORPORATION

B/K

9

3/16/99

Signature _____

Requested by: LS

Name _____

Date 3/16/99

Time 10:44

Walk-In _____

Will Pick Up _____

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:03

ARTICLES OF ORGANIZATION OF CASHMERE NAPLES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Cashmere Naples, L.L.C., and its principal office shall be located at 1209 Third Avenue South in the City of Naples, County of Collier, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The company's mailing address is the same as the principal office address.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:03
RECEIVED
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:03



of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517

with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by Jay H. Fuchs of 1209 Third Street South, Naples, Florida 34102 who shall serve until such time as a successor is elected by unanimous decision of the members.

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:08

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the four (4) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

<u>Member</u>	<u>Contribution</u>
Jay H. Fuchs	<u>\$1,000.00</u>
Robin F. Fuchs	<u>\$1,000.00</u>
Peter Dictenberg	<u>\$1,000.00</u>
Margaret Dictenberg	<u>\$1,000.00</u>
Total Contribution	<u>\$4,000.00</u>

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:03

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

<u>Member</u>	<u>Distribution</u>
Jay H. Fuchs	<u>25%</u>
Robin F. Fuchs	<u>25%</u>
Peter Dictenberg	<u>25%</u>
Margaret Dictenberg	<u>25%</u>
Total Contribution	<u>100%</u>

The distributive share of the profits shall be determined and paid to the members at year end or as otherwise unanimously agreed by the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1207 third

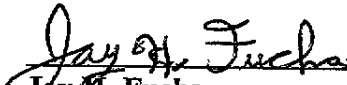
William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

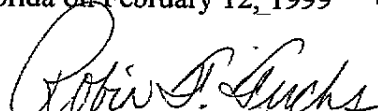
(941) 262-1314
Fax (941) 262-3517

Street South, Suite 5. City of Naples, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is William G. Povlitz, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Cashmere Naples, L.L.C.

Executed by the undersigned at Naples, Florida on February 12, 1999


Jay H. Fuchs
By:


Robin F. Fuchs
By:

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 16 PM 3:03

Executed by the undersigned at 150 W. 56 Street New York, NY 10019 on February _____, 1999.

Peter Dictenberg
By:

Margaret Dictenberg
By:

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517

Affidavit Of Membership And Contributions

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:03

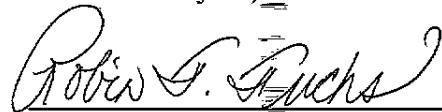
State of Florida
County of Collier

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Cashmere Naples, L.L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$4,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ NONE. A description of the property is attached as Exhibit A. and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 4,000.00. This total includes the amounts from 2 and 3 above.

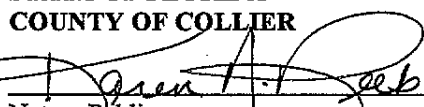
Executed by the undersigned at Naples, Florida on February 12, 1999


Jay H. Fuchs
By:


Robin F. Fuchs
By:

The foregoing instrument was acknowledged before me this 12th day of February, 1999 by Jay H. Fuchs, member, Robin F. Fuchs, member on behalf of Cashmere Naples, L.L.C., a limited liability company. They are personally known to me or have produced a drivers license as identification.

STATE OF FLORIDA
COUNTY OF COLLIER


Notary Public
State of Florida at Large (Seal)
My Commission Number Expires:

William G. Povlitz
Attorney & Counselor
1207 Third Street South
Suite 5
Naples, Florida
34102

(941) 262-1314
Fax (941) 262-3517



Karen A. Reeb
MY COMMISSION # CC614411 EXPIRES
February 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**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:

CASHMERE NAPLES, L. L. C.

2. The name and the Florida street address of the registered agent and office are:

ROBIN FUCHS

(Name)

1209 THIRD STREET So.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

NAPLES

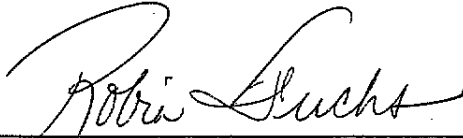
FL

34102

City/State/Zip

FILED
SECRETARY OF CORPORATIONS
DIVISION
99 MAR 16 PM 3:03

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)