

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8170 • 1-800-342-8162 • Fax (850) 222-1222

L99000001526

600 Duval Street, LC

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L99-1526

Name Availability	OK 3-17
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Acknowledgment	OK
W. P. Verifier	OK

Signature _____

Requested by: _____

Name _____

Date 3/16

Time 9:57

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 _____
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

CAPITAL CONNECTION

SUBJECT: 600 DUVAL STREET, LC
Ref. Number: W99000006340

We have received your document for 600 DUVAL STREET, LC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The docuemnt must include the period of duration, which may be perpetual.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00012642

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ARTICLES OF ORGANIZATION OF 600 DUVAL STREET, 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 600 DUVAL STREET, L. C., and its principal office shall be located at 208 Duval Street in the City of Key West, County of Monroe, 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.

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 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.

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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 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.

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ARTICLE IV.
MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve a successor is elected and qualified is as follows: JOSEPH COHEN, 208 Duval Street, Key West, Florida 33040.

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 \$240,000.00 cash shall be paid to the limited liability company by the 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.

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

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conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

JOSEPH COHEN	Thirty-three and One-third (33 1/3)
HAIM YEHzKEL	Thirty-three and One-third (33 1/3)
MOSHE GVILI	Thirty-three and One-third (33 1/3)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(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 the following shares:

JOSEPH COHEN	Thirty-three and One-third (33 1/3)
HAIM YEHzKEL	Thirty-three and One-third (33 1/3)
MOSHE GVILI	Thirty-three and One-third (33 1/3)

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 208 Duval Street, City of Key West, County of Monroe, State of Florida, and the name of the company's initial registered agent at that address is Joseph Cohen.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 600 DUVAL STREET, L. C.

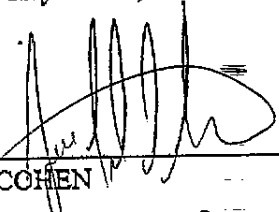
FROM :

PHONE NO. :

Mar. 12 1999 01:41PM P2

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Executed by the undersigned at 500 Fleming Street, Key West, Florida 33040 on
March 12, 1999



JOSEPH COHEN



HAIM YEHEZKE



MOSHE GVILI

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STATE OF FLORIDA)
)
COUNTY OF MONROE) SS

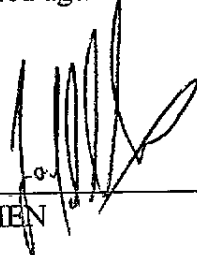
Pursuant to the provisions of Sections Florida Statutes §608.415 and Florida Statutes §608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is 600 DUVAL STREET, L.C.

The name of the registered agent for 600 DUVAL STREET, L.C. is JOSEPH COHEN and the street address of the company's principal office where the agent is located is 208 Duval Street, Key West, Florida 33040.

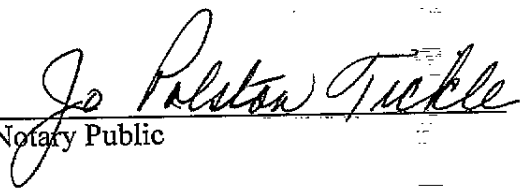
This statement is to acknowledge that, as indicated above, 600 DUVAL STREET, L.C. has appointed me, JOSEPH COHEN, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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.

Dated Mar. 12, 1999.



JOSEPH COHEN

The foregoing instrument was acknowledged before me this Mar. 12, 1999 by JOSEPH COHEN, agent on behalf of 600 DUVAL STREET, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.



Notary Public



Jo Polston Tickle
MY COMMISSION # CC795600 EXPIRES
December 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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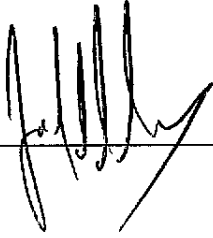
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STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

In compliance with Florida Statutes §608.407(2), the undersigned member or authorized representative of a member of 600 DUVAL STREET, 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 \$240,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$240,000.00.

600 DUVAL STREET, L.C.

By: 

The foregoing instrument was acknowledged before me this Mar. 12,¹⁹⁹⁹ by Joseph Cohen on behalf of 600 DUVAL STREET, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Notary Public

 Jo Polston Tickle
MY COMMISSION # CC795600 EXPIRES
December 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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