

L99000009 2050

Charter Number Only

4/6/94 Marshia

Alan Hecht

Requestor's Name

2670 NE 215 St

Address

Miami FL 33180

City

State

ZIP

Phone

1441 B

VALIDATION ONLY

800002831738--8

-04/07/99--01029--006

****337.50 ****337.50

CORPORATION(S) NAME

L & M Holdings LLC.

mailing address

() Profit
() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

☒ Limited Partnership
() Reinstatement

() Annual Report
() Reservation

() Other
() Change of Registered Agent

Name
() Certified Copy

() Photo Copies

() Certificate Under Seal

Call When Ready
() Walk In

() Call If Problem

() After 4:30

() Will Wait

☒ Pick Up

() Mail Out

Updater	
Availability	
Documenter	
Examiner	
Updater	DOC
Acknowledgement	DOC
Verifier	DOC
W.P. Verifier	
Acknowledgment	
W.P. Verifier	8028 00000000 9308

L99000009 2050

CERTIFIED COPY

RECEIVED
99 APR -7 AM 9:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

FILED

99 APR 12 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

EMPIRE

SUBJECT: L & M HOLDINGS LLC
Ref. Number: W99000008308

We have received your document for L & M HOLDINGS LLC 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 document must contain both the street address of the principal office and the mailing address of the limited liability company.

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: 599A00017536

**ARTICLES OF ORGANIZATION
OF
L & M HOLDINGS LLC, A LIMITED LIABILITY COMPANY**

**ARTICLE 1
NAME**

The name of this limited liability company is **L & M HOLDINGS LLC**, referred to in these Articles of Organization as the "Company."

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99 APR 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The street address of the principal office and mailing address of the Company is: 9630 N.W. 16th Court, Pembroke Pines, Florida 33024, and the street address of the Company's initial registered office is 2670 N. E. 215th Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

**ARTICLE 3
DURATION**

The existence of the Company shall be perpetual.

**ARTICLE 4
PURPOSE AND POWERS**

Subject to the laws of the State of Florida regarding Limited Liability Companies, the Company may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Company shall have all of the powers vested in a Company organized under and existing by virtue of the laws of the State of Florida.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

Law Offices of Alan R. Hecht, 2670 N. E. 215th Street/ Miami, FL 33180/ Tel. (305) 933-1441/ Fax (305) 935-2041

ARTICLE 5
MANAGEMENT BY MANAGER(S)

The Company will be managed by Two (2) Managers initially. The number of Managers may be increased or diminished from time to time pursuant to its Operating Agreement, but shall not be less than one nor more than seven. The Managers will be elected annually by the Members.

ARTICLE 6
IDENTIFICATION OF MANAGER(S)

The name and street address of the Managers of the Company who shall hold office for the first year of the Company's existence or until such successors are elected and has qualified are:

NAME

ADDRESS

NEALE MONTE

9630 N.W. 16th Court
Pembroke Pines, Florida 33024

DARYL LOWENSTEIN

5428 Dunmore Road
Wilmington, NC 28409

ARTICLE 7
CONTRIBUTIONS

- 7.1 Contributions Made** The Members in the aggregate have contributed to the Company the sum of \$100.00.
- 7.2 Contributions Promised.** The Members have not promised to make any additional cash, real or personal property contributions to the Company.

ARTICLE 8
ADMISSION OF NEW MEMBERS

- 8.1 New Members Who Acquire Their Membership Interests From the Company.** The Managers may admit new Members on whatever terms the Managers see fit. No current Member has any

preemptive rights.

- 8.2 New Members Who Acquire Their Membership Interests From a Current Member.** No Member may transfer the Member's complete membership interest, or any rights to participate in the management of the Company, without the written consent of a majority in interest of the other Members and the Managers. If the Members and Managers give the required consent, the transferee is admitted to membership in the Company. If the Members do not give the required consent, the transferee does not become a Member and has no right to participate in the management of the company.

ARTICLE 9 DISSOLUTION

- 9.1 Dissolution Upon the Occurrence of Specified Events.** The Company shall be dissolved and liquidated upon the occurrence of any of the following events:
- 9.1.1 Any affirmative vote of all the Members and the Managers to terminate the Company;
 - 9.1.2 Any other event that would cause a dissolution under the Florida Limited Company law.
- 9.2** The retirement, death, resignation, expulsion, bankruptcy, dissolution or liquidation of a Member shall not dissolve the Company, nor shall the transfer of a Limited Company interest dissolve the Company.
- 9.3** Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the Company shall not terminate until the assets have been distributed.
- 9.4** The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managers or, in the event the Managers are unable or unwilling to act, by a trustee named by them prior to such event. The Managers and the Trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.
- 9.5** Except for prior amendment to this section, no act by the Company or its Members can avoid that dissolution.
- 9.6 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**
- 9.6.1 **Dissociation Defined.** "Dissociation of a Member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a Member's continued membership in the Company.

9.6.2 Means of Avoiding Dissolution Following Member Dissociation. In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a Member if, within Ninety (90) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining Members. The consent may be by vote, at a properly called Member meeting, or in writing.

ARTICLE 10

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 29 day of March, 1999.

NEALE MONTE, a Member



NEALE MONTE

STATE OF FLORIDA)
COUNTY OF DADE)

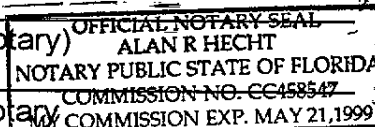
FILED
99 APR 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 29 day of March, 1999, by **NEALE MONTE**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☐, did not ☐, take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.

(Printed Name of Notary)

Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with § 48.091, and § 608.407, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

L & M HOLDINGS LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida, hereby designates Alan R. Hecht, as it's Registered Agent and 2670 N.E. 215th Street, Miami, Florida 33180 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Company, hereby agree to act in such capacity for such Company at its registered office.



Alan R. Hecht
(REGISTERED AGENT)

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99 APR 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **NEALE MONTE**, a Member of **L & M HOLDINGS LLC**, and a person authorized by the Members to execute this Affidavit, who being by me first duly sworn, on oath, deposes and says:

1. That he, is a person authorized by the Members to execute this Affidavit.
2. That **L & M HOLDINGS LLC** presently has two Members, the undersigned and Daryl Lowenstein.
3. That the amount of capital contribution contributed to **L & M HOLDINGS LLC** is \$100.00. No properties are being contributed and no additional amount of money is anticipated.
4. The Affiant further states that he is familiar with the nature of an oath; and with the penalties as provided by the laws of the State aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to him, the full facts of this affidavit, and understands its context.




NEALE MONTE

FILED
99 APR 12 PM 2:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29 day of February, 1999, by **NEALE MONTE**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☐, did not ☐, take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.



(Printed Name of Notary)

OFFICIAL NOTARY SEAL
ALAN R. HECHT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC458547
MY COMMISSION EXP. MAY 21, 1999

Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:

This Instrument prepared by: