

Division of Corporations

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L99000002344

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
Phone : (954) 761-2910  
Fax Number : (954) 764-4996

W99-9259

## LIMITED LIABILITY COMPANY

Sterling Financial LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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FA#: H99- 4762

**ARTICLES OF ORGANIZATION  
OF  
STERLING FINANCIAL LLC  
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is Sterling Financial LLC. ("Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida, including, but not limited to loaning money for real estate development. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 209 Phipps Plaza, Palm Beach, Florida 33480.
5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Brian D. Kosoy, 209 Phipps Plaza, Palm Beach, Florida 33480.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.

Prepared by: Michael H. Krul, Esq., FL Bar # 0196954  
Ruden, McClosky, et al, P.O. Box 1900  
Ft. Lauderdale, FL 33301  
Phone: 954-764-6660 Fax: 954-764-4996

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7. CONTINUITY OF BUSINESS. The Company shall not be dissolved 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 Company.

8. MANAGEMENT. The Company shall be managed by its sole member, and his name and address are:

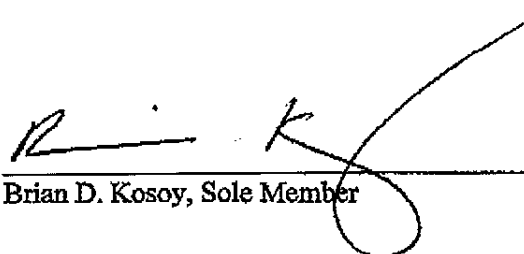
Sole Member

Address

Brian D. Kosoy

209 Phipps Plaza  
Palm Beach, FL 33480

The undersigned has executed these Articles of Organization on the 22<sup>nd</sup> day of April, 1999.

  
\_\_\_\_\_  
Brian D. Kosoy, Sole Member

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Prepared by: Michael H. Krul, Esq., FL Bar # 0196954  
Ruden, McClosky, et al, P.O. Box 1900  
Ft. Lauderdale, FL 33301  
Phone: 954-764-6660 Fax: 954-764-4996

FA#: H99-9762

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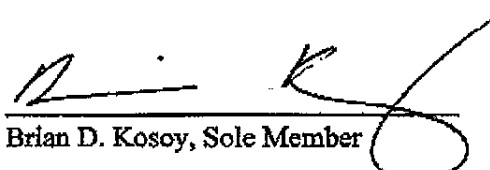
FA#: H99-9762

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative and sole member of Sterling Financial LLC deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$5,000.
3. No property other than cash is being contributed by the member.
4. No additional cash or property is anticipated to be contributed by the member.
5. The total amount of contributions by the members is \$5,000.

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Brian D. Kosoy, Sole 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.)

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**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

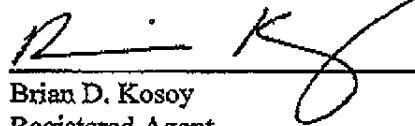
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Sterling Financial LLC.
2. The name and address of the registered agent and office is:

Brian D. Kosoy  
209 Phipps Plaza  
Palm Beach, Florida 33480

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*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 its 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.*

  
Brian D. Kosoy  
Registered Agent

April 22, 1999  
(Date)