

L99000002524

<https://cfas1.dos.state.fl.us/scripts/cfilcovr.exe>

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000010472 1)))

4 CM

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

LIMITED LIABILITY COMPANY

ecj holdings, l.c.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$337.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

GERALD A. MARCO, ESQ.
1401 BRICKELL AVE., SUITE 530
MIAMI, FL 33131SUBJECT: ECJ HOLDINGS, L.C.
REF: W99000010303RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -4 AM 11:54

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 487-6025.

Cathy A Mitchell
Corporate SpecialistFAX Aud. #: H99000010472
Letter Number: 399A00023698FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

H99000010472

⑨

ARTICLES OF ORGANIZATION
OF
ECJ HOLDINGS, L.C.

WE, the organizers hereto, do hereby execute these Articles of Organization of ECJ HOLDINGS, L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1993.

ARTICLE I

NAME

The name of the limited liability company is:
ECJ HOLDINGS, L.C.

ARTICLE II

EXISTENCE

This limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State, Tallahassee, Florida or such other offices thereof, authorized to accept same, and for a maximum period of thirty (30) years from the date of the filing hereof, unless otherwise terminated prior thereto in accordance with law.

Prepared by:
Gerald A. Marco, Esq.
1401 Brickell Avenue, Suite 530
Miami, Florida 33131
(305) 371-7200
Florida Bar No: 273236

H99000010472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

+1990000010472

ARTICLE III

PURPOSE OF ORGANIZATION

The company is organized for the express purpose of receiving, buying, acquiring, owning, developing, renting, selling, leasing and/or in any other manner dealing in real and personal property located within the State of Florida, and for any and all other acts or purposes permitted under Chapter 608 Florida Statutes and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

A. Place of Business: The company's principal place of business and the mailing address of the limited liability company within the State is at the following address:

1401 Brickell Avenue
Suite 530
Miami, Florida 33131

B. Registered Agent: The name and address of the Registered Agent of the company is:

Gerald A. Marco
1401 Brickell Avenue
Suite 530
Miami, Florida 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

ARTICLE V

TOTAL CONTRIBUTIONS BY MEMBERS

A. Initial Contributions of Cash and/or Property by Members: Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in

+1990000010472

H99000010472

the amount of SIX HUNDRED THIRTY THOUSAND DOLLARS (\$630,000.00) as follows: Gerald A. Marco - \$84,000.00; Haleand Park Investments, Ltd. - \$84,000.00; Kalymar Investments, Incorporated - \$84,000.00; Glengrove Diagnostic Services, Inc. - \$84,000.00; 162006 Canada, Inc. - \$78,750.00; 3427650 Canada, Inc. - \$78,750.00; Roberta Forman - \$78,750.00; and Geshar Investments, Ltd. - \$57,750.00.

B. Each member shall be required to make additional contributions of cash to the corporation in proportion to his respective capital account which corresponds to his ownership interest of the company upon Executive Properties, a Florida General Partnership requiring additional contributions in accordance with the partnership agreement.

ARTICLE VI

ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. New members may be admitted pursuant to a vote of not less than ONE HUNDRED percent (100%) of the total existing ownership interests in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company as opposed to a simple majority of the members.

No individual member and/or manager of the company, if one be designated, shall ever have the power to terminate or grant membership to any person.

H99000010472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

H99000010472

ARTICLE VII

CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e. without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interest then remaining shall have agreed to do so in writing.

ARTICLE IX

MANAGEMENT OF THE COMPANY

A. Management by Members: Unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names and addresses of the Members of the company are:

GERALD A. MARCO	1401 Brickell Avenue Suite 530 Miami, Florida 33131
HALEAND PARK INVESTMENTS, LTD.	257 Netherwood Crescent Hampstead, Quebec Canada H3X 3W2
KALYMAR INVESTMENTS, INCORPORATED	257 Netherwood Crescent Hampstead, Quebec Canada H3X 3W2
GLENGROVE DIAGNOSTIC SERVICES, INC.	87 Harrison Road Willowdale, Ontario Canada M2L 1V9

H99000010472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

H99000010472

168006 CANADA, INC.

Suite 565
5845 Cote-des-Neiges Road
Montreal, Quebec
Canada H3S 1Z4

3427650 CANADA, INC.

6005 Cavendish Boulevard
Apt. #602
Cote St. Luc, Quebec
Canada H4W 3E2

ROBERTA FORMAN

2710 Edgewater Court
Ft. Laud., Florida 33332

GESHAR INVESTMENTS, LTD.

3 Westmount Square
#1712
Westmount, Quebec
Canada H3Z 2S5

B. In order to facilitate the operation of the company, Gerald A. Marco is herewith designated as the Manager of the company until the first annual meeting of members or until their respective successors are elected and qualified.

IN WITNESS WHEREOF, we have hereunto affixed our respective hands and seals as organizers of this limited liability company this 30th day of APRIL, 1999.

[Signature]
[Signature]

[Signature]
Roberta Forman, Organizer
[Signature]
Gerald A. Marco, organizer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:32

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 30 day of April, 1999 by ROBERTA FORMAN as an Organizer of ECI HOLDINGS, L.C., a Florida limited liability company in formation and acknowledged that she executed the foregoing Articles of Organization for the uses and purposes therein expressed. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

H99000010472

H99000010472

SWORN TO AND SUBSCRIBED before me this 30 day of April, 1999.



JOYCE N. KARP
COMMISSION # CC 476080
EXPIRES JULY 6, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Joyce N. Karp
Notary Public
Printed Name:
State of Florida

My commission Expires:

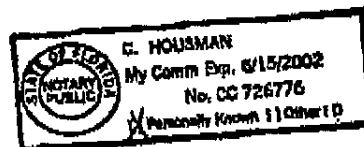
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this 30 day of April, 1999 by GERALD A. MARCO as an Organizer of BCI HOLDINGS, L.C., a Florida limited liability company in formation and acknowledged that he executed the foregoing Articles of Organization for the uses and purposes therein expressed. He is personally known to me or has produced _____ as identification and did (did not) take an oath.

SWORN TO AND SUBSCRIBED before me this 30 day of April, 1999.

C. Housman
Notary Public
Printed Name: C. Housman
State of Florida

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM

H99000010472

H99000010472

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gerald A. Marco
Gerald A. Marco,
Registered Agent

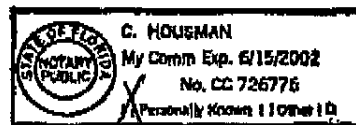
Dated: 4/30/98

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared GERALD A. MARCO, as the Registered Agent of ECJ HOLDINGS, L.C., Florida limited liability company and acknowledged that he executed the foregoing Acceptance of Registered Agent for the purposes therein expressed. He is personally known to me or who has produced _____ as identification and he did/did not take an oath.

C. Housman
Notary Public
Print Name: C. Housman
State of Florida

My commission expires:



c:\wpdocs\marco\acceptance\ecj.doc

H99000010472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 1:33 PM

H99000010472

**AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTION**

BEFORE ME, the undersigned authority, personally appeared,
GERALD A. MARCO, who, after being first duly sworn, deposes and
says:

1. ECJ HOLDINGS, L.C. has at least two members.
2. The total amount of cash contributed by the members is \$630,000.00.
3. If any, the agreed value of any property other than cash contributed is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$630,000.00. This total includes amounts from number 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.



GERALD A. MARCO, Affiant

99 MAY -4 AM 1:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

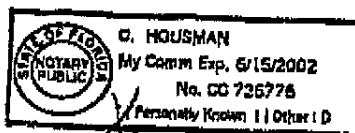
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30 day of April, 1999 by GERALD A. MARCO as an organizer of ECJ HOLDINGS, L.C., a Florida limited liability company in formation and acknowledged that he executed the foregoing Affidavit of Membership and Contribution for the uses and purposes therein expressed. He is personally known to me or has produced _____ as identification and did (did not) take an oath.


Notary Public
Printed Name: C. Housman
State of Florida

My Commission Expires:

c:\wpdocs\marco\expm\affid.gum



H99000010472