

L99000002638

**CAPITAL CONNECTION, INC.**

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

Pearl Partners, LLC

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___	LTD Partnership File
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<input checked="" type="checkbox"/>	L.C. File <u>photo</u>
___	Fictitious Name File
___	Trade/Service Mark
___	Merger File
___	Art. of Amend. File
___	RA Resignation
___	Dissolution / Withdrawal
___	Annual Report / Reinstatement
___	Cert. Copy
<input checked="" type="checkbox"/>	Photo Copy
<input checked="" type="checkbox"/>	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
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DIVISION OF CORPORATIONS  
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6 pages

ARTICLES OF ORGANIZATION

OF

PEARL PARTNERS, LLC

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The undersigned members, for the purpose of forming a Limited Liability Company for profit under the laws of the State of Florida, hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is:

PEARL PARTNERS, LLC

ARTICLE II - TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Limited Liability Company are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be 431 S. Creek Drive, Osprey, Florida 34229.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Limited Liability Company is 2033 Main Street, Suite 400, Sarasota, Florida 34237 and the registered agent at such office is Lawrence M. Hankin.

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ARTICLE VI - MANAGEMENT

The management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

Marvin Kaplan  
431 S. Creek Drive  
Osprey, FL 34229

Kathryn Kaplan  
431 S. Creek Drive  
Osprey, FL 34229

ARTICLE VII - VOTING

All members shall be entitled to vote on matters relating to the business operations of this Limited Liability Company. Each member shall have one vote.

ARTICLE VIII - ADDITIONAL MEMBERS

No person may be admitted as a member of this Limited Liability Company unless each existing member consents in writing to the admission of such additional member.

ARTICLE IX - CONTINUATION OF BUSINESS OPERATIONS


In the event of 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, the remaining members shall continue the business operations of this Limited Liability Company.

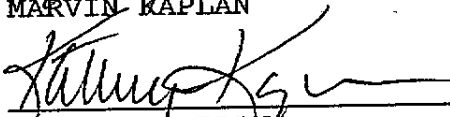
ARTICLE X - AMENDMENT

These Articles of Organization may be amended in certain instances by the members as provided by statute.

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The undersigned has executed these Articles this \_\_\_\_\_  
day of May, 1999.


  
MARVIN KAPLAN

  
KATHRYN KAPLAN

"MEMBERS"

Having been named as Registered Agent and to accept service of process for PEARL PARTNERS, LLC at the place designated in the foregoing Articles of Organization, 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.

\_\_\_\_\_  
Date


  
LAWRENCE M. HANKIN,  
Registered Agent

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AFFIDAVIT

The undersigned, constituting all of the members of PEARL PARTNERS, LLC, a Florida Limited Liability Company, certify as follows:

1. The limited liability company has at least two members.
2. The initial capital contributions made by the members is \$25,000.00, as indicated on Schedule "A" attached hereto and made a part hereof.
3. The agreed value of any property other than cash contributed is -0-.
4. The total amount of cash anticipated to be contributed by the members is \$300,000.00, and the method for payment of same is described in Schedule "A" attached hereto and made a part hereof.

  
MARVIN KAPLAN

  
KATHRYN KAPLAN

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SCHEDULE "A"

PEARL PARTNERS, LLC  
MEMBER CAPITAL CONTRIBUTIONS

<u>Member Name</u>	<u>Initial Contribution</u>	<u>Future Contribution</u>	<u>Method of Payment</u>
Marvin Kaplan	\$12,500.00	\$137,500.00	cash
Kathryn Kaplan	\$12,500.00	\$137,500.00	cash

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