

L99000002850



ACCOUNT NO. : 072100000032

REFERENCE : 243964 121767A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : May 18, 1999

ORDER TIME : 10:0 AM

ORDER NO. : 243964-005

CUSTOMER NO: 121767A

400002878514--1

CUSTOMER: Ms. Heather Irving  
KARP & GENAUER, P.A.  
KARP & GENAUER, P.A.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: NBW ENTERPRISES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Updater	
Verifier	
Adm. Lodgement	
P. Verifier	

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
MAY 18 1999

FILED  
99 MAY 18 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**NBW ENTERPRISES, LLC**

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TALLAHASSEE, FLORIDA

The undersigned acting as the organizer of NBW ENTERPRISES, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I**

**Name:**

The name of the limited liability company is NBW ENTERPRISES, LLC (the "Company").

**ARTICLE II**

**Address:**

The mailing address and street address of the principal office of the limited liability company is 311 Lincoln Road, Suite 200, Miami Beach, FL 33139.

**ARTICLE III**

**Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

**ARTICLE IV**

**Management:**

The Company is to be managed by a Manager, and the name and address of the initial Manager are:

Mera Rubell

311 Lincoln Road, Suite 200  
Miami Beach, FL 33139

The Managers to succeed the initial Manager shall be elected by the Members as described in the Regulations.

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**ARTICLE V**  
**Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

**ARTICLE VI**  
**Adoption of Regulations:**

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VII**  
**Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Alhambra Registered Agents, Inc., and the street address of the Company's initial registered office is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134.

**ARTICLE VIII**  
**Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE IX**  
**Indemnification:**

Each individual or entity who is or was a Member or Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Member or Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter

be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Member or Manager existing at the time of such repeal or amendment.

**ARTICLE X**  
**Continuation of Business:**

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which 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 WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 17th day of May, 1999.

NBW ENTERPRISES, LLC



Mera Rubell, Manager

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MAY 18 PM 2:05  
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TALLAHASSEE, FLORIDA

**AFFIDAVIT RE: CAPITAL CONTRIBUTIONS  
OF  
NBW ENTERPRISES, LLC**

COMES NOW, Mera Rubell, as Manager of NBW Enterprises, LLC, a Florida limited liability company (the "Limited Liability Company"), who deposes and states as follows:

1. The above named Limited Liability Company has two members.
2. The total amount of cash contributed by the members is \$100,000.00
3. If any, the agreed value of property other than cash contributed by the members is \$ -0-  
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by the members is \$ -0-
5. The total amount of 2, 3 and 4 is \$100,000.00
6. Affiant further sayeth naught.

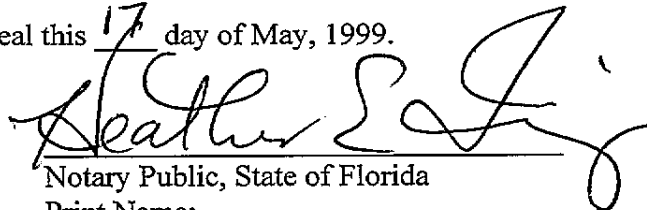
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TALLAHASSEE, FLORIDA

  
Mera Rubell, Manager

State of Florida                     )  
  ) SS:  
County of Miami-Dade            )

BEFORE ME, personally appeared Mera Rubell as Manager of NBW Enterprises, LLC, to me personally known or who produced \_\_\_\_\_ as identification, and she did acknowledge to me that she executed the foregoing Affidavit re: Capital Contributions of NBW Enterprises, LLC, a Florida limited liability company.

WITNESS my hand and official seal this 17 day of May, 1999.

  
Notary Public, State of Florida

Print Name: \_\_\_\_\_  
Heather E Irving

My Commission Expires: \_\_\_\_\_



My Commission CC821102  
Expires May 4, 2003

**CERTIFICATE 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 NBW ENTERPRISES, LLC
2. The name and address of the registered agent and office is:

c/o Karp & Genauer, P.A.  
Alhambra Registered Agents, Inc.  
2 Alhambra Plaza, Suite 1202  
Coral Gables, FL 33134

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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 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.

ALHAMBRA REGISTERED AGENTS, INC.

By: \_\_\_\_\_

Martin J. Genauer, Vice President

Dated this 17th day of May, 1999.