

Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

S.M.W. SUNRISE BLVD., L.C.

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**ARTICLES OF ORGANIZATION**  
**OF**  
**S.M.W. SUNRISE BLVD., L.C.**

The undersigned initial member of S.M.W. SUNRISE BLVD., L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I**  
**COMPANY NAME**

The name of the company is S.M.W. SUNRISE BLVD., L.C.

**ARTICLE II**  
**COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III**  
**MAILING ADDRESS AND STREET ADDRESS OF COMPANY**

The mailing address and the street address of the principal office of the Company is:

c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

**ARTICLE IV**  
**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

THIS INSTRUMENT PREPARED BY:  
Geoffrey S. Mombach, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 E. Broward Blvd., Suite 1950  
Fort Lauderdale, Florida 33394  
Florida Bar No. 201367  
(954) 467-2200

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Geoffrey S. Mombach, Esq.  
Mombach, Boyle & Hardin, P.A.  
500 East Broward Boulevard  
Suite 1950  
Fort Lauderdale, Florida 33394

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI  
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

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 in the Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII  
MANAGEMENT

The Company shall be managed by the members. The names and addresses of the members are set forth below:

Steven Wolf  
c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

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Albert Weisinger  
c/o Ski Stop, Inc.  
197 S. Service Road  
Plainview, Long Island, New York 11803

Thomas Wallis  
4731 NE 28<sup>th</sup> Avenue  
Fort Lauderdale, Florida 33308

Eugene L. Weisbein  
100 Quentin Roosevelt Boulevard, Suite 406  
Garden City, New York 11530

The name and address of the initial Managing Member is set forth below:

Steven Wolf  
c/o Brookside Nursery  
288-Z Smith Sundry Road  
Delray Beach, Florida 33446

ARTICLE VIII  
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX  
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

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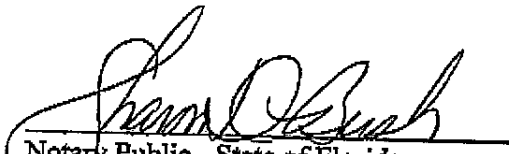
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IN WITNESS WHEREOF, the undersigned being the initial member of the limited liability company hereby executes these Articles of Organization, this 4th day of June, 1999.

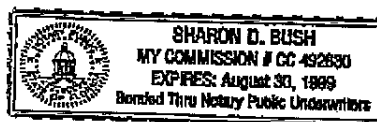
  
STEVEN WOLF

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH     )

The foregoing instrument was acknowledged before me this 4th day of June, 1999, by STEVEN WOLF, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

  
Notary Public - State of Florida  
My Commission Expires:  
Commission Number:

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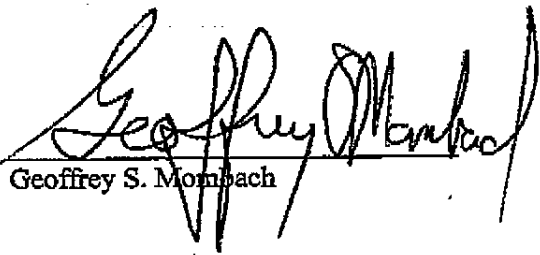
MOMBACH BOYLE HARDIN

007

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon S.M.W. SUNRISE BLVD., L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 1<sup>st</sup> day of June, 1999.

  
Geoffrey S. Mombach

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## AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as managing member of S.M.W. SUNRISE BLVD., L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Company has four (4) members.
2. The amount of cash contributed by the members of the Company to date is \$ 500<sup>00</sup>.
3. The amount of cash anticipated to be contributed by the members to the Company is \$ -0-.
4. No property has been contributed.


Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 4<sup>th</sup> day of June, 1999.

  
STEVEN WOLF

(SEAL)

SWORN TO and SUBSCRIBED before me this 4<sup>th</sup> day of June, 1999 by Steven Wolf, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public - State of Florida  
My Commission No.:  
My Commission Expires: