

L99000003268

CUMMINGS & LOCKWOOD

A Partnership of  
Professional Corporations

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Sonoma Springs  
Palm Beach  
Greenwich  
Hartford  
New Haven  
Stamford

June 2, 1999

Joel H. Schechter  
Also Admitted in Connecticut  
941-649-3128, Fax 941-263-6120  
jschec@cl-law.com

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200002894022--7  
-06/03/99 --01060--007  
\*\*\*\*337.50 \*\*\*\*337.50

Re: PROJECT ESCAPE, LLC

Ladies/Gentlemen:

Enclosed are the following documents for your handling in connection with the above-referenced limited liability company:

1. Articles of Organization for Limited Liability Company;
2. Affidavit of Capital Contributions;
3. Certificate of Designation of Registered Office/Agent; and
4. Check # 1866 in the amount of \$337.50 payable to the Florida Department of State for the following fees:

Filing Fee	\$250.00
Registered Agent Designation	\$ 35.00
Certified Copies	\$ <u>52.50</u>
<b>Total Due</b>	<b>\$337.50</b>

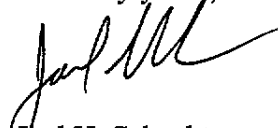
L99-3268

Name	AL-6-8
Availability	
Document	
Examiner	
Update	
Verifier	
Approved Agent	
P. Verifier	

Kindly file these documents as soon as possible. Upon filing, please provide me with a certified copy of such documents by regular mail.

If you have any questions or require any additional information, please contact me. Thank you in advance for your assistance in this matter.

Sincerely yours,

  
Joel H. Schechter

Enclosure

**ARTICLES OF ORGANIZATION  
OF  
PROJECT ESCAPE, LLC**

ARTICLE I

Name

The name of this Limited Liability Company is **PROJECT ESCAPE, LLC** (the "Company").

ARTICLE II

Duration

The period of duration for the Company is perpetual.

ARTICLE III

Address

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

c/o Joel Schechter  
6694 Mill Run Circle  
Naples, Florida 34109

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Joel Schechter, 6694 Mill Run Circle, Naples, Florida 34109, and its initial registered agent at such office shall be Joel Schechter.


ARTICLE V

Management

The Company is to be managed by one or more managers and the name and address of the manager who shall serve as manager until the first annual meeting or until his successor is chosen is:

Joel Schechter  
6694 Mill Run Circle  
Naples, Florida 34109

Dated this 2nd day of June, 1999.

  
\_\_\_\_\_  
Joel Schechter  
Manager


FILED  
99 JUN -3 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **PROJECT ESCAPE, LLC** (the "Company"), deposes and says:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members at this time is: \$500.
3. If any, the agreed value of property other than cash contributed by members is: N/A
4. The amount of cash or property anticipated to be contributed by members in the future is: \$350,000.
5. The total amounts of 2, 3 and 4 is \$350,500.

Dated: June 2, 1999

  
\_\_\_\_\_  
Joel Schechter  
Manager

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.

FILED  
99 JUN -3 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

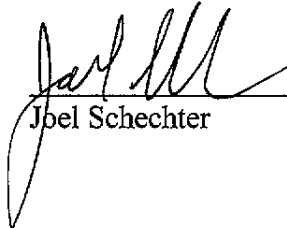
1. The name of the Limited Liability Company is: **PROJECT ESCAPE, LLC.**
2. The name and address of the registered agent and office is:

**JOEL SCHECHTER  
6694 Mill Run Circle  
Naples, FL 34109**

*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.*

DATED: June 2, 1999.

Registered Agent

  
Joel Schechter

FILED  
99 JUN -3 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA