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LIMITED LIABILITY COMPANY

FEMC, LCC

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**ARTICLES OF ORGANIZATION
OF
FEMC, LLC**

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ARTICLE I

The name of the limited liability company. The name of the limited liability company is:

**FEMC, LLC
1850 Spectrum Blvd.
Ft. Lauderdale, FL 33309**

ARTICLE II

The mailing address and street address of the principal office of the limited liability company. The mailing address and street address of the principal office of the limited liability company is:

**1850 Spectrum Blvd.
Ft. Lauderdale, FL 33309**

ARTICLE III

Period of duration of limited liability company. The existence of the limited liability company shall commence upon the filing of these Articles of Organization by the Department of State and shall be perpetual.

**Prepared By:
Thomas Ruffin III, Esquire
Gutter, Joseph & Ruffin
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, FL 33309
FL Bar #442119 (954) 938-4555**

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ARTICLE IV

The limited liability company is to be managed by its members. Except as otherwise provided in the regulations (which may be referred to as the "operating agreement") of the limited liability company, management shall be vested in its members in proportion to the then current percentage or other interest of members in the profits of the limited liability company owned by all of the members.

The names and addresses of the managing member is:

A. Names. The name of the managing member is:

FEMC, Ltd.

B. The address of all of the above-listed managing member is:

1850 Spectrum Blvd.
Ft. Lauderdale, FL 33309

ARTICLE V

The right of members to admit additional members and the terms and conditions of the admissions. Except as otherwise provided in the regulations (which may be referred to as the "operating agreement") of the limited liability company, no person may be admitted as a member unless members owning more than 50% of the then current percentage or other interest in the profits of the limited liability company consent in writing to the admission of the additional member.

ARTICLE VI

The right of the remaining members of the limited liability company to continue the business of the limited liability company. The remaining members of the limited liability company may continue the business of the limited liability company on 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 limited liability company only upon agreement of more than 50% of the then current percentage or other interest in the profits of the limited liability company.

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ARTICLE VII

Other provisions - profits and losses. The profits and losses of the limited liability company shall be allocated among the members in the manner provided in the regulations (which may be referred to as the "operating agreement"). If the operating agreement does not provide for the allocation of profits and losses among members, profits and losses shall be allocated on the basis of the agreed value (as stated in the records of the limited liability company) of the contributions made by each member to the extent they have been received by the limited liability company and have not been returned to the members.

ARTICLE VIII

Affidavit declaring that the limited liability company has at least one member and setting forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members and the amount anticipated to be contributed by the members.

The undersigned member or authorized representative of a member of FEMC, LLC certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by each member is one hundred (\$100.00) Dollars.
3. No property other than cash contributed is anticipated to be contributed by any of the members.

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4. The total amount of cash anticipated to be contributed by all of the members is 30,000 dollars.

Jacob Fast

FEMC, Ltd., Member

Signature of a member or an authorized representative of a member.

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Executed at Fort Lauderdale, Florida on the 7 day of June, 1999.

FEMC, Ltd., a Florida limited partnership
By: FEMC, Inc., General Partner

By: Jacob Fast
Jacob Fast, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 7 day of June, 1999, by JACOB FAST as President of FEMC, Inc., general partner of FEMC, LTD., a member of FEMC, LLC, a Florida limited liability company, to me personally known, or who produced _____ as identification, who did take an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 7 day of June, 1999.

Thomas R. Felt
NOTARY PUBLIC

Name of Notary: Thomas R. FeltCommission No.: CL585486

My Commission Expires:



Thomas R. Felt
MY COMMISSION # CL585486 EXPIRES
September 28, 2000
I HAVE THIS YEAR PAID INSURANCE, INC.

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

The name and street address of the initial registered agent of the limited liability company, together with a statement accepting the appointment as registered agent.

1. **The name and street address of the initial registered agent of the limited liability company.** The name and street address of the initial registered agent of the limited liability company are:

The name and the Florida street address of the registered agent are:

FEMC, Ltd.
1850 Spectrum Blvd.
Ft. Lauderdale, FL 33309

2. **Statement accepting the appointment as registered Agent.** Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned submits the following statement accepting the appointment as registered agent.

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent.

Dated this 7 day of June, 1999.

REGISTERED AGENT:

By: FEMC, Ltd., a Florida limited partnership
By: FEMC, Inc.

By: Jacob Fast
Jacob Fast, President

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