

Division of Corporations

Page 1 of 1

**L99000003787**

Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY****Direct Garage L.L.C.**

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P. 2707

**Fax Audit No. H99000015306 6**

**ARTICLES OF ORGANIZATION  
OF  
DIRECT GARAGE L.L.C.**

**ARTICLE I - Name**

The name of the Limited Liability Company is: **Direct Garage L.L.C.**

**ARTICLE II - Address**

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

425 E. 61st Street  
New York, NY 10021

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**Q.P.F. Management, Inc.**  
425 E. 61st Street  
New York, NY 10021

**ARTICLE V - Admission of Additional Members**

The remaining members only upon unanimous written consent shall have the right to admit additional members and the terms and conditions of the admissions shall be subject to all of the terms and conditions of the Articles of Organization and of the Operating Agreement.

This document prepared by:  
Claire P. Menard, Esquire - #79250  
Berman Wolfe & Rennert, P.A.  
100 Southeast Second Street, Suite 5600  
Miami, Florida 33131-2130  
305-577-4177

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P. 3707

**Fax Audit No. H99000015306 6**

**ARTICLE VI - Members Rights to Continue Business**

The remaining members of the limited liability company shall have the right to continue the business 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 which shall be only upon the terms and conditions of the Operating Agreement as it exists at that time.

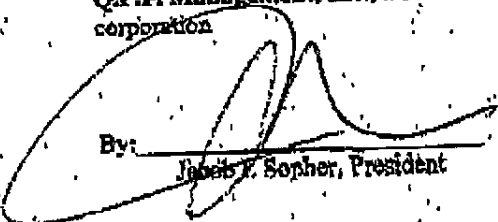
**ARTICLE VII - Registered Agent/Office**

The name and address of the original Registered Agent and Office is:

Clair P. Menard, Esq.  
Berman Wolfe & Rennert, P.A.  
NationsBank Tower, Suite 3500  
100 Southeast Second Street  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned member and manager has executed these Articles on  
June 24, 1999.

O.P.F. Management, Inc., a Florida  
corporation

By: 

Jacob F. Sopher, President

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

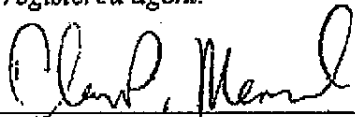
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Direct Garage L.L.C.**
2. The name and address of the registered agent and office is:

Claire P. Menard, Esq.  
Berman Wolfe & Rennert, P.A.  
NationsBank Tower, Suite 3500  
100 Southeast Second Street  
Miami, Florida 33131

*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.*

Date: June 24, 1999

  
\_\_\_\_\_  
Claire P. Menard

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P. 04/05

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P. 2/07

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Direct Garage L.L.C. deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is: \$200
- 3) If any, the agreed value of property other than cash contributed by member(s) 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 member(s) is: \$200  
This total includes amounts from 2 and 3 above.

Q.P.F. Management, Inc., a Florida corporation

Dated: June 24, 1999

By:

Jacob I. Soffer, President

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.)

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