



THE UNITED STATES
CORPORATION
COMPANY

L9900004829

ACCOUNT NO. : 072100000032

REFERENCE : 326249 4320060

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 285

ORDER DATE : July 30, 1999

ORDER TIME : 11:16 AM

ORDER NO. : 326249-010

CUSTOMER NO: 4320060

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CUSTOMER: Felicia Dell'olio, Legal Asst
GRAHAM & JAMES LLP
GRAHAM & JAMES LLP
885 Third Avenue
21st Floor
New York, NY 10022-4834

DOMESTIC FILING

NAME: TOPPER & COMPANY, A LIMITED
LIABILITY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -4 PM 3:35

RECEIVED
99 AUG -4 PM 12:07

W99-18074



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 1999

CSC

SUBJECT: TOPPER & COMPANY, A LIMITED LIABILITY COMPANY
Ref. Number: W99000018074

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -4 PM 3:35

We have received your document for TOPPER & COMPANY, A LIMITED LIABILITY COMPANY and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 699A00039568

**ARTICLES OF ORGANIZATION OF
TOPPER & COMPANY, A LIMITED LIABILITY COMPANY**

ARTICLE I

The name of the Limited Liability Company is: Topper & Company, a Limited Liability Company.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: 5860 S.W. 116th Street, Coral Gables, Florida 33156.

ARTICLE III

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

ARTICLE IV - (Check the appropriate box and complete the statement)

- ☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- ☒ 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: Steven R. Goldberg, 5860 S.W. 116th Street, Coral Gables, Florida 33156.

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional Members may be admitted from time to time with the unanimous consent of the existing members.

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DIVISION OF CORPORATIONS
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ARTICLE VI

The right, if given, of the remaining members of the limited liability company 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 shall be:

The company shall be continued and not dissolved if, within thirty days after the occurrence of the event that would otherwise cause the dissolution of the company, the remaining members or the heir or heirs of the last member of the company unanimously agree to continue the company.

ARTICLE VII

The undersigned member or authorized representative of a member of Topper & Company, a Limited Liability Company certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 100.00

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.); and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00



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

(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.)

Steven R. Goldberg
Typed or printed name of signee

**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 TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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1. The name of the limited liability company is:

Topper & Company, a Limited Liability Company

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

Steven R. Goldberg
Name

5860 S.W. 116TH STREET,
FLORIDA STREET ADDRESS (P. O. Box NOT ACCEPTABLE)

CORAL GABLES, FL 33156
CITY, STATE AND ZIP

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.

SR Goldberg

Signature