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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

lambert advisory, Lc.

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ARTICLES OF ORGANIZATION OF LAMBERT ADVISORY, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **LAMBERT ADVISORY, L. C.**, and its principal office shall be located at 2601 South Bayshore Drive, in the City of Miami, County of Miami-Dade, State of Florida, 33133, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company according to their certificate of membership interest(s).

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ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

1. Paul Lambert - 1135 Adams Street, Hollywood, FL 33019
2. Eric Liff - 12498 N Bayshore Drive, N Miami, FL 33181

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the members in proportion to their interest in the Company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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ARTICLE VII

PROFITS AND LOSSES

(a) Profitsharing. The members shall be entitled to the net profits arising from the operation of the company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

1. Paul Lambert 80 %
2. Eric Liff 20 %

The distributive share of the profits shall be determined and allocated to each respective capital share of the members as of the 31st day of December of each year commencing December 31, 1999.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

1. Paul Lambert 80 %
2. Eric Liff 20 %

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 220 Alhambra Circle, Suite 810, Coral Gables, County of Miami-Dade, Florida 33134, and the name of the company's initial registered agent at that address is Jeffrey E. Lehrman, Esq.

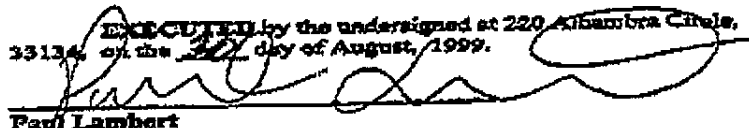
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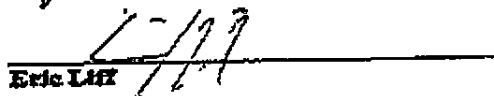
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THE UNDERSIGNED, being all of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Lambert Advisory, L.C.

EXECUTED by the undersigned at 220 Alhambra Circle, Suite 810, Coral Gables, Florida 33134, on the 22 day of August, 1999.


Paul Lambert


Eric Liff

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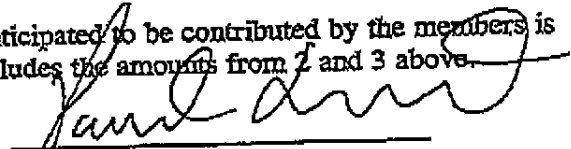
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

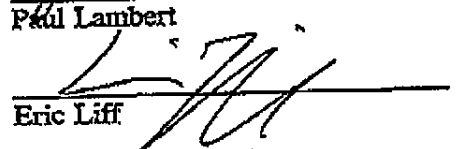
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

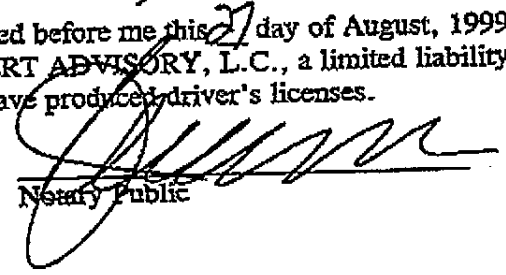
In compliance with Florida Statutes § 608.407(2), the undersigned member or authorized representative of a member of LAMBERT ADVISORY, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000.00).
3. If any, the agreed value of property other than cash contributed by the members is Zero Dollars (\$ 0.00). A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is One Thousand Dollars (\$1,000.00). This total includes the amounts from 2 and 3 above.


Paul Lambert


Eric Liff

The foregoing instrument was acknowledged before me this 27 day of August, 1999, by Paul Lambert and Eric Liff on behalf of LAMBERT ADVISORY, L.C., a limited liability company. They are personally known to me or have produced driver's licenses.


Notary Public



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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

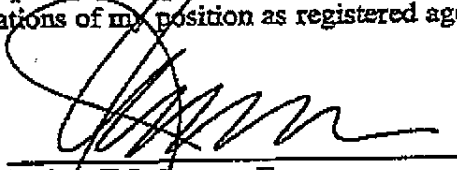
Pursuant to the provisions of Florida Statutes § 608.415 and Florida Statutes § 608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is LAMBERT ADVISORY, L.C.

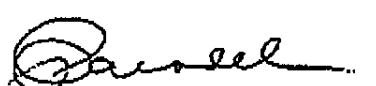
The name of the registered agent for LAMBERT ADVISORY, L.C. is Jeffrey E Lehrman, Esq. and the street address of the company's principal office where the agent is located is 220 Alhambra Circle, Suite 810, Coral Gables, FL 33134.

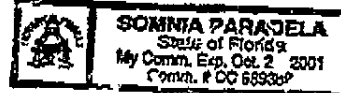
This statement is to acknowledge that, as indicated above, LAMBERT ADVISORY, L.C. has appointed me, Jeffrey E Lehrman, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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 this 30 day of August, 1999.


Jeffrey E Lehrman, Esq.

The foregoing instrument was acknowledged before me this 30 day of August, 1999, by Jeffrey E Lehrman, Esq. on behalf of LAMBERT ADVISORY, L.C., a limited liability company. He is personally known to me.


Notary Public



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