

OCT-08-1999 FRI 12:41 AM

BERMAN WOLFE PENNERT

FAX NO 3053726036

P. 01/08

Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

I.C. ASSOCIATES, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION**

**OF**

**I.C. ASSOCIATES, L.L.C.**

The undersigned organizer and sole initial member does hereby execute these Articles of Organization of I.C. Associates, L.L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1997, as amended.

**ARTICLE I - NAME**

The name of the limited liability company is I.C. Associates, L.L.C.

**ARTICLE II - EXISTENCE**

This duration of this limited liability company is perpetual, unless terminated in accordance with law.

**ARTICLE III - PURPOSE OF ORGANIZATION**

The company is organized for express purpose of transacting any of all lawful business.

**ARTICLE IV - PRINCIPAL PLACE OF BUSINESS.**

**MAILING ADDRESS AND REGISTERED AGENT**

A. Principal Place of Business and Mailing address. The company's principal place of business and mailing address is 10045 N.W. 88<sup>th</sup> Avenue, Miami, Florida 33178.

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B. Registered Agent. The name and address of the Registered Agent of the company is:

Leon J. Wolfe, Esq.  
c/o Berman Wolfe Rennert Vogel & Mandler, P.A.  
NationsBank Tower, Suite 3500  
100 S.E. Second Street  
Miami, Florida 33131

ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBER

A. Initial Contributions of Cash and/or Property by Member. Immediately following the filing of these Articles of Organization, the member shall contribute to the company cash in the amount of One Thousand Dollars (\$1,000.00).

B. No additional contributions required. Unless otherwise specified herein, the member shall not be required at any time to make any additional contributions of cash or property to the company.

ARTICLE VI - ADMISSION OF NEW MEMBERS

New members may be admitted pursuant to a vote of not less than seventy five percent (75%) of the total existing ownership interest in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company, as opposed to a simple majority of the members.

ARTICLE VII - INTERESTS OF MEMBERS

All interest of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in regulations to be adopted by the unanimous written agreement of all members,

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which agreement shall be kept and maintained with theses Articles of Organization as part of the official records of the company.

ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, *i.e.*, without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interest then remaining shall have agreed to do so in writing.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The company shall be managed by one manager. The name and address of the initial manager is Harvey Rothstein, 10045 N.W. 88<sup>th</sup> Avenue, Miami, Florida 33178. Harvey Rothstein is herewith designated as the manager of the company until the first annual meeting of members or until its successor is elected and qualified.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal as the sole member and organizer of this limited liability company as of the 1<sup>st</sup> day of September, 1999.

By: 

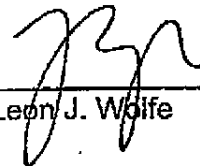
Harvey Rothstein, Member

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named limited liability company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

  
\_\_\_\_\_  
Leon J. WolfeDATED: September 1<sup>st</sup>, 1999.

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STATE OF FLORIDA           )  
                                  )SS  
COUNTY OF MIAMI-DADE    )

The undersigned, HARVEY ROTHSTEIN, the sole member of I.C. Associates,  
L.L.C., deposes and says:

- 1.
- 2.
- 3.
- 4.



Harvey Rothstein, Member

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BERMAN WOLFE RENNERT  
FAX NO. 3053736036


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STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Harvey Rothstein, as Member of I.C. Associates, L.L.C., company in formation, who is known to me or who produced \_\_\_\_\_ N/A \_\_\_\_\_ as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida as of the 1<sup>st</sup> day of September, 1999.

FABIOLA A. LACAYO  
COMMISSION # CC729512  
EXPIRES MAR 30, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY OF FLORIDA  
Notary Public, State of Florida

My Commission Expires: *March 30, 2002*

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