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Florida Department of State  
Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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## LIMITED LIABILITY COMPANY

WOLF CAPITAL INVESTMENT GROUP, L.L.C.

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Certificate of Status	0
Certified Copy	1
Page Count	078
Estimated Charge	\$155.00

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 15, 1999

EMPIRE CORP. KIT COMPANY

SUBJECT: WOLF CAPITAL INVESTMENT GROUP, L.L.C.  
REF: W99000026275SECRET  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline  
Document SpecialistFAX Aud. #: H99000029040  
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ARTICLES OF ORGANIZATION  
OF

WOLF CAPITAL INVESTMENT GROUP, L.L.C.,  
a Florida Limited Liability Company

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

The name of this limited liability company is:

**WOLF CAPITAL INVESTMENT GROUP, L.L.C.**  
**a Florida Limited Liability Company**

**ARTICLE ONE**  
**NATURE OF BUSINESS**

This limited liability company may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**ARTICLE TWO**  
**DURATION**

This corporation shall have a duration of 30 years from the date of existence unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Article of Organization and upon acceptance by the Secretary of State.

This instrument prepared by:  
Eric P. Stein, Esq.  
913 Normandy Drive  
Miami Beach, Florida 33141  
Tel 305-866-1455; Fax 305-868-2374  
Fla. Bar No. 38301

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### ARTICLE THREE PLACE OF BUSINESS

The principal place of business of this limited liability company shall be 7350 N.W. 35th Terrace, Miami, Florida 33122 and such other place or places as the members from time to time may determine. The mailing address is the same as the principal place of business address.

### ARTICLE FOUR CONTRIBUTIONS TO CAPITAL

The initial capital of this limited liability company shall consist of the sum of One Thousand and no/100 (\$1,000.00) dollars which will be contributed by the members in the following amounts:

- |    |              |     |
|----|--------------|-----|
| 1. | David Wolf   | 50% |
| 2. | Jeffrey Wolf | 50% |

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. The contributions to capital shall be paid within 15 days after the filing of these Articles of Organization with the Department of State. The just valuation of the property contributed to capital shall be fixed by the members at a meeting called for such purpose. Additional capital contribution to equity, in cash or in property, shall be made from time to time pursuant to the needs of this limited liability company as determined by its members. Additional contributions in the form of loans, whether in cash or in kind, and the terms of these loans, may be made as authorized by the members and upon terms and conditions as agreed upon the members. The failure to make capital contributions in the capital amount and at the agreed upon due dates shall result in the member in default being dropped and his interest distributed prorata to the remaining member or members.

### ARTICLE FIVE ADMISSION OF ADDITIONAL MEMBERS

The members of this limited liability company are given the right to admit additional members upon terms and conditions set forth in the regulations adopted by the members. This company shall have two members initially. The numbers of members may be increased or decreased from time to time in such manner as may be prescribed by the regulations but shall never be less than one (1).

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**ARTICLE SIX  
MANAGEMENT OF BUSINESS**

Management or conduct of this limited liability company shall be by the members with voting power prorata to their interest. The rights and duties of the member shall be set forth in the regulations of this limited liability company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

The names and addresses of the initial members of this limited liability company are:

1. David Wolf, 7350 N.W. 35th Terrace, Miami, Florida 33122
2. Jeffrey Wolf, 7350 N.W. 35th Terrace, Miami, Florida 33122

**ARTICLE SEVEN  
REGULATIONS**

At the time of executing these Article of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by majority vote.

**ARTICLE EIGHT  
PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made in the name of this limited liability company. The company's regulations shall make a provision as to who may execute instruments and documents relating to property.

**ARTICLE NINE  
MEETING OF MEMBERS**

Annual meetings of the members shall be held on the first Tuesday of April of each year without call or notice at times and places selected by the members. Special meeting may be called by any member in accordance with the requirements set forth in the regulations at any time after the giving of 5 days notice to the other members. Notice of special meeting shall be given by actual notice in person or by telephone to each member. Attendance at meetings constitutes a waiver of notice unless the member protests the lack of notice to him. Minutes shall be kept of all regular and special meetings.

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**ARTICLE TEN  
TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this limited liability company may be transferred only with unanimous written consent of all remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or participate in the management of the company, but shall be entitled only to the share of profits other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE ELEVEN  
PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his prorata interest in the company. Losses shall be passed through to each member according to his prorata interest in the company.

**ARTICLE TWELVE  
WITHDRAWAL, RETIREMENT, DEATH,  
BANKRUPTCY, OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE THIRTEEN  
AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the Florida Department of State.

**ARTICLE FOURTEEN  
REGISTERED AGENT**

The name of the registered agent for the above stated limited liability company is ERIC P. STEIN, ESQ., and the Florida street address of the registered agent is 913 Normandy Drive, Miami Beach, Florida 33141. 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

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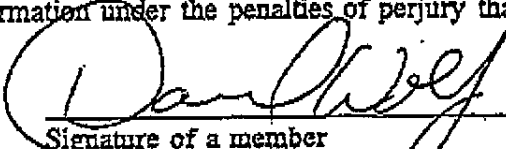
performance of my duties, and I accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 608.

  
ERIC P. STEIN, ESQ., Registered Agent

**ARTICLE FIFTEEN  
MEMBERS 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 this limited liability company.

(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.)

  
Signature of a member  
Printed name: DAVID WOLF

IN WITNESS WHEREOF, the undersigned has executed and acknowledges these Articles of Organization this 15 day of November, 1999.

  
DAVID WOLF, Managing Member

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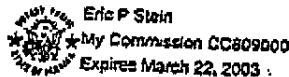
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared DAVID WOLF who has been by me first duly affirmed and states that the facts contained in the foregoing Articles of Organization for WOLF CAPITAL INVESTMENT GROUP, L.L.C. are true and correct and have been executed for the purposes therein expressed.

AFFIRMED TO AND SUBSCRIBED before me this 15 day of November, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My commission expires:



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