

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
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LIMITED LIABILITY COMPANY

Audubon Group, LLC

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FAX AUDIT # H99-29864

ARTICLES OF ORGANIZATION
OF
AUDUBON GROUP, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

ARTICLE I - NAME

The name of the Company is Audubon Group, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in New York is:

37 West 47th Street, 4th Floor
New York, New York 10036

ARTICLE IV - PURPOSE

The purposes for which the Company is organized are to own, operate and manage real estate, either directly or indirectly, and any and all businesses and activities related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

David M. Silberstein
720 South Orange Avenue
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of such manager, who will serve as manager until the first annual meeting of Members or until his successor or successors are elected and qualified, are as follows:

Hratch N. Kaprielian 37 West 47th Street, 4th Floor
New York, New York 10036

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.


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Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: November 19, 1999


HRATCH N. KAPRIELIAN

STATE OF New York
COUNTY OF New York

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HRATCH N. KAPRIELIAN, (notary choose one) [] who is personally known to me or [☒] who has produced NYS Not. Lic. 23847846 as identification and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of November, 1999.

GARY COHEN
Notary Public, State of New York
No. 31-4764759
Qualified in New York County
Commission Expires June 30, 2000


NOTARY PUBLIC

GARY COHEN
Print Name of Notary Public And Affix Seal

June 30, 2000
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of AUDUBON GROUP, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 23rd day of November, 1999.


DAVID M. SILBERSTEIN, Registered Agent

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