

L990000008472

Thomas J. Davis, Jr.,
Attorney at Law

4575 Via Royale, Suite 206
Ft. Myers, FL 33919

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC - 6 PM 4: 24

**ARTICLES OF ORGANIZATION OF
THE BORNSTEIN L.L.C.**

The undersigned, being authorized to execute and file these articles, in order to form 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 declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company, and certifies that:

ARTICLE I

NAME

The name of the limited liability company is:

The Bornstein L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

1401 Kimdale St.
Lehigh Acres, FL 33936.

It shall have the power and authority to establish branch offices at any other place or places as the members may designate, and to change the mailing address and street address of its principal office.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE III

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 or limited liability company, 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.
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, limited liability company, individual, or other entity, and in this capacity or under this arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interests 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 growing 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 IV

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 unanimous vote of the members of the limited liability company.

ARTICLE V

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Frank Bornstein
9745 Old Placerville Rd #81
Sacramento, CA 95827

Frank J. Anderson, Trustee
of The Bornstein Trust
u/a dated November 5th 1999
1401 Kimdale St.
Lehigh Acres, FL 33936

ARTICLE VI

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 unanimous written consent of all members.

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 with the unanimous consent of the remaining members.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company's 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 following distribution share:

<u>Member</u>	<u>%</u>
Frank Bornstein	1%
Fred J. Anderson, Trustee of The Bornstein Trust u/a date November 5, 1999	99%

The distributive share of the profits shall be determined and paid to the members as of the

last day of each year of business of the limited liability company.

(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 in equal shares, the same percentage as set forth in paragraph (a) for profit sharing.

ARTICLE IX

DURATION

The period of duration for the limited liability company shall be:

until 12/31/2099


ARTICLE X

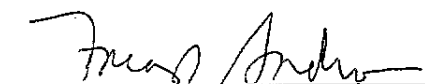
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4575 Via Royale, Suite 206, City of Ft. Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Thomas J. Davis, Jr., Attorney at Law.

The undersigned, being the original member(s) of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization, The Bornstein L.L.C.

Executed by the undersigned at Lee County, Florida on the 5th day of November, 1999.


Frank Bornstein, Member

 TTEE
Fred J. Anderson, Trustee of
The Bornstein Trust
u/a dated November 5, 1999, Member

**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

State of Florida)
County of Lee)

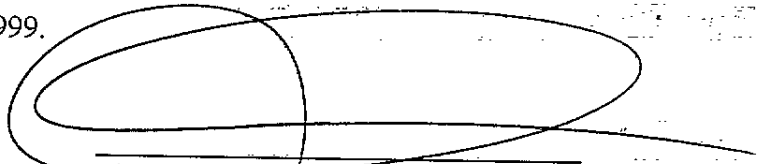
Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is The Bornstein L.L.C.

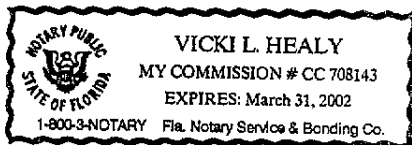
The name of the registered agent for The Bornstein L.L.C. is Thomas J. Davis, Jr., Attorney at Law, and the street address where the agent is located is 4575 Via Royale, Suite 206, Ft. Myers, Florida 33919.

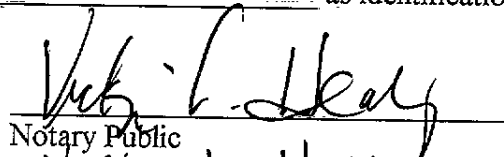
This statement is to acknowledge that, as indicated above, The Bornstein L.L.C. has appointed me, Thomas J. Davis, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act 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 the 23 day of November, 1999.


Thomas J. Davis, Jr., Attorney at Law

The foregoing instrument was acknowledged before me this 23 day of November, 1999, by Thomas J. Davis, Jr., agent on behalf of The Bornstein L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.




Notary Public
Vicki L. Healy