

L99000008843



ACCOUNT NO. : 072100000032

REFERENCE : 516949 7184621

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 155

ORDER DATE : December 15, 1999

ORDER TIME : 2:48 PM

ORDER NO. : 516949-005

100003071961--0

CUSTOMER NO: 7184621

CUSTOMER: Ms. Kimberly Hill
P.P. #1, L.C.
P.P. #1, L.C.
3920 Max Place, Suite #104

Boynton Beach, FL 33436

DOMESTIC FILING

NAME: P.F. #2, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

FILED
99 DEC 15 PM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
12/16
99 DEC 15 PM 3:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
P.F. #2, LLC**

The undersigned initial member of P.F. #2, LLC, a Florida limited liability company formed hereunder (the "Company") hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: P.F. #2, LLC.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

5235 Princeton Way
Boca Raton, Florida 33496

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

5235 Princeton Way
Boca Raton, Florida 33496

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of the Company in the State of Florida shall be:

MICHAEL PUDER
5235 Princeton Way
Boca Raton, Florida 33496

FILED
99 DEC 15 PM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by a Manager. The name and address of the Initial Manager of the Company is set forth below. The Initial Manager shall serve as Manager of the Company until his successor is elected and shall qualify.

Initial Manager : MICHAEL PUDER
Address : 5235 Princeton Way
Boca Raton, Florida 33496

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 9 day of December, 1999.

INITIAL MEMBER:

PUDER FAMILY LIMITED PARTNERSHIP NO. 1, LTD.,
a Florida limited partnership

By: **PUDER FAMILY CORPORATION NO. 1, INC.,**
a Florida corporation, its sole General Partner

By: _____

MICHAEL PUDER, President

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of P.F. #2, LLC in its
Articles of Organization, at the place designated in such Articles
of Organization, the undersigned hereby agrees to act in this
capacity and affirms that he is familiar with, and accepts, the
obligations of such position.

Dated: December 9, 1999



MICHAEL PUDER

FILED
99 DEC 15 PM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA