

LAW PRACTICE OF J.B. GROSSMAN, P.A.

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2200 EAST LAM OAK BOULEVARD
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J.B. GROSSMAN, Esq.
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KENNETH J. DUNN

ADDITIONAL
BAR MEMBERSHIPS
*NEW JERSEY
*NEW YORK AND
DISTRICT OF COLUMBIA

L960000000018

December 22, 1995

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization of 2001 Traders, L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced limited liability company and a check in the amount of \$122.50 representing the filing fee to register same. Please forward a copy of the recorded documents to me at the above address.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices.

Sincerely,



Kenneth J. Dunn, esq.

600001671286
-12/26/95--01109--019
****122.50 ****122.50

900001683699
-01/10/96--01033--011
****162.50 ****162.50

W96-141

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FILED
95 DEC 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW PRACTICE OF J.B. GROSSMAN, P.A.

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ADDITIONAL
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*NEW JERSEY
*NEW YORK AND
DISTRICT OF COLUMBIA

January 4, 1996

Brenda Baker
Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing Fee for 2001 Traders, L.C.

Dear Ms. Baker:

I received your message that the filing fee enclosed with the above company's articles of organization was deficient in the amount of \$162.50. Therefore, same is enclosed. If the filing date for the corporation could remain the date the articles arrived in your office, it would be greatly appreciated. I was unaware that the filing fee had skyrocketed so much.

Your cooperation is greatly appreciated. If you have any questions, please call me at the above telephone number.

Sincerely,



Kenneth J. Dunn, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1996

LAW PRACTICE OF J.B. GROSSMAN, P.A.
2300 EAST LAS OLAS BLVD.
FOURTH FLOOR
FORT LAUDERDALE, FL 33301

SUBJECT: 2001 TRADERS, L.C.
Ref. Number: W96000000141

We have received your document for 2001 TRADERS, L.C. and check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$162.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00000234

2001 TRADERS, L.C.

ARTICLES OF ORGANIZATION

FILED

95 DEC 26 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of 2001 Traders, L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

**I.
NAME OF COMPANY**

The name of the limited liability company is 2001 Traders, L.C. (the "Company").

**II.
PERIOD OF DURATION**

The period of duration is thirty years from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

**III.
PURPOSE**

The business purpose of the Company shall be or include the transaction of any or all lawful business for which limited liability companies may be organized under this Act.

**IV.
PRINCIPAL PLACE OF BUSINESS**

The mailing address of the Company shall be in the State of California at the following address:

2001 Traders, L.C.
3400 Avenue of the Arts, F106
Cota Mesa, California 92626

**V.
REGISTERED OFFICE AND AGENT**

The Company's initial registered agent, and the name and address of the initial registered agent is as follows:

Kenneth J. Dunn, Esq.
Law Practice of J.B. Grossman, P.A.
2300 East Las Olas Boulevard
Fourth Floor
Fort Lauderdale, FL 33301

**VI.
MANAGEMENT OF THE COMPANY**

The Company is to be managed by its members, although the company is authorized to retain other managers and/or persons to conduct the day-to-day business affairs of the Company. The names and addresses of the initial members are as follows:

Earl Manning
3400 Avenue of the Arts, F106
Costa Mesa, CA 92626

Harry Jay Risney
190 Village Circle
Sacramento, CA 95838

**VII.
ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the three-fourths vote of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Regulations. This notwithstanding, the Company may delegate the responsibility of admitting new members to one or more of the then existing members.

VIII. REGULATIONS

The Regulations of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

IX. CONTINUATION UPON EVENT OF DISSOLUTION

The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there are at least two remaining Members, and three fourths of the remaining Members agree to continue the Company by written consent within 90 days after the terminating event, as set forth in the Regulations of the Company.

X. LIABILITIES OF MEMBERS AND MANAGERS

Members and managers (if any) of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

XI. OFFICER/AGENT INDEMNIFICATION

An officer or agent of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the officer's or agent's capacity as such, except that this Article XI does not eliminate or limit the liability of an officer or agent to the extent that (i) the officer is found liable for an act or omission not committed or omitted in good faith that constitutes a breach of duty of the officer or agent to the Company or an act or omission that involves intentional misconduct or a knowing and intentional violation of the law; or (ii) an act or omission for which the liability of an officer or agent is expressly provided by statute. Any repeal or amendment of this Article XI by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of an officer or agent of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the officer or agent of the Company is not liable as set forth in the preceding sentences, the officer and/or agent shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of an officer or director of a corporation.

XII.
AMENDMENT

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights herein conferred are granted subject to this reservation.

XIII.
ORGANIZER

The Organizer of 2001 Traders, L.C. is as follows:

Kenneth J. Dunn, Esq.
Law Practice of J.B. Grossman, P.A.
2300 East Las Olas Boulevard
Fourth Floor
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 20th day of Dec., 1995.

By: Kenneth J. Dunn
Kenneth J. Dunn, Esq.
Organizer

I, Kenneth J. Dunn, an authorized representative of the initial members of the above-named limited liability company hereby affirm under penalties of perjury that the facts contained herein are true to the best of my knowledge this 20th day of Dec., 1995.

Earl Manning

By: Kenneth J. Dunn
As an authorized representative of initial
Member Earl Manning

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is 2001 Traders, L.C.
2. The name and address of the registered agent and office is:

Kenneth J. Dunn, Esq.
Law Practice of J.B. Grossman, P.A.
2300 East Las Olas Boulevard
Fourth Floor
Fort Lauderdale, FL 33301

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

2001 TRADERS, L.C.


As its registered agent

12/20/95
Date

**AFFIDAVIT PURSUANT TO FLORIDA STATUTE 608.407(2)
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized representative member of 2001 Traders, L.C., based on the information presented to such representative, states:

- 1) The above-named limited liability company has at least two members;
- 2) The total amount of cash contributed by the members to date is \$0. Initial Member Earl Manning has and shall continue to provide services to the Company. Initial Member Harry Risney shall contribute at least \$3,950.00 to the Company.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$200,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA