





FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

January 18, 1994

CAPITAL CONNECTION  
417 E VIRGINIA ST  
SUITE 1  
TALLAHASSEE, FL 32301

The Articles of Organization for MAGIC CITY PROPERTIES, L.C. were filed on January 18, 1994, and assigned document number L9400000027. Please refer to this number whenever corresponding with this office.

The certification you requested is enclosed.

A limited liability annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the limited liability to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6052, the New Filing Section.

Beth Register  
Corporate Specialist Supervisor  
Division of Corporations

Letter Number: 694A00001920

F.ED TFR # 65-0460555  
1/20/94 (in Tallahassee Call)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Organization of MAGIC CITY PROPERTIES, L.C., a limited liability company organized under the laws of the state of Florida, filed on January 18, 1994, as shown by the records of this office.

The document number of this limited liability company is L9400000027.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Eighteenth day of January, 1994



CR2EO22 (2-91)

Handwritten signature of Jim Smith in cursive.

Jim Smith  
Secretary of State

**ARTICLES OF ORGANIZATION  
OF  
MAGIC CITY PROPERTIES, L.C.**

FILED  
24 JAN 18 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, P.S. Chapter 608, herabty make, acknowledge, and file the following Articles of Organization.

**ARTICLE I. NAME**

The name of the limited liability company shall be **MAGIC CITY PROPERTIES, L.C.** ("Company"). The principal place of business of the Company in Florida shall be 6100 NE 2<sup>nd</sup> Avenue, Miami, Florida 33137.

**ARTICLE II. DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from that date, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III. PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business in any way related to consulting and management services for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Robert M. Mayer, Esq., 201 S. Biscayne Boulevard, Suite 2400, Miami, Florida, 33131.

**ARTICLE V. CAPITAL CONTRIBUTIONS**

The members of the Company shall each contribute an undivided one-fifth (1/5) interest in the Magic city Trust established under the Last Will and Testament of Katherine E.

DuPuis to the capital of the Company, with an estimated value of \$170,000 each, making a total of \$850,000.

#### ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members. No member shall be required to make any additional capital contributions without the consent of all the members.

#### ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX. MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization, including the retention of members or non-members to manage the day-to-day affairs of the Company. The names and addresses of the members of the Company are:

NAME	ADDRESS
Susan H. DuPuis	4100 Bay Point Road Miami Beach, FL 33137
Michael G. Mayer	3531 McDonald Street Miami, Florida 33133
Robert M. Mayer	4141 Bonita Avenue Miami, Florida 33133
Katherine M. Shannon	2533 Pentress Avenue Virginia Beach, Va. 23455
John Hendrie	Hendrie Farms, P.O. Box 436 Venus, Florida 33960

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 21<sup>st</sup> day of ~~August~~ December 1993.

Susan H. DuPuis  
Susan H. DuPuis

Michael G. Mayer  
Michael G. Mayer

Robert M. Mayer  
Robert M. Mayer

Katherine M. Shannon  
Katherine M. Shannon

John Hendrie  
John Hendrie

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME personally appeared Susan H. DuPuis, known to me to be an organizer of the above limited liability company or who has produced \_\_\_\_\_ (type of identification) as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 21<sup>st</sup> day of December, 1993.



Robert M. Mayer  
Notary Public, State of Florida  
Commission No. CC 108415  
My Commission expires 5/95

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME personally appeared Michael G. Mayer, known to me to be an organizer of the above limited liability company or who has produced \_\_\_\_\_ (type of identification) as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 21<sup>st</sup> day of December, 1993.



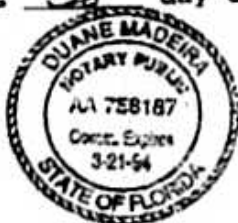
Robert M. Mayer  
Notary Public, State of Florida  
Commission No. CC 108415  
My Commission expires 5/95



STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME personally appeared Robert M. Mayer, known to me to be an organizer of the above limited liability company or who has produced (type of identification) identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 30 day of December, 1993.



[Signature]  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My Commission expires \_\_\_\_\_

Loise  
STATE OF VIRGINIA )  
 ) SS.  
COUNTY OF Dade )

BEFORE ME personally appeared Katherine M. Shannon, known to me to be an organizer of the above limited liability company or who has produced (type of identification) identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 21<sup>st</sup> day of December, 1993.



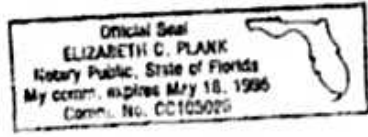
[Signature]  
Notary Public, State of Virginia Loise  
Commission No. CC AX 9/15  
My Commission expires 5/95



STATE OF FLORIDA )  
COUNTY OF Highlands ) SS.

BEFORE ME personally appeared John Hendrie, known to me to be an organizer of the above limited liability company or ~~who has produced~~ (type of identification) as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 27 day of December, 1993.



Elizabeth C. Plank  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My Commission expires \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Magic City Properties, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company.

Robert M. Mayer, Esq.  
Registered Agent

By: [Signature]

# AIA/RMDM/11307.51 (07/92DW)

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Magic  
City Properties, LLC deposes and says:

- 1) the above named limited liability company has at least two members ;
- 2) the total amount of cash contributed by the member(s) is \$ 1000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 849,000.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 850,000.00 . This total includes amounts from 2 and 3 above.

Signature of a member or authorized representative of a member.  
(In accordance with section 608.42(7), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
ON JAN 18 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Executed before me by Robert M. Mayer who is personally known to me this 14th day of January, 1994.



**FILING FEE: \$ 250 for Articles of Organization and Affidavit**