

L0000000/1726

Christine A. Butler  
Attorney At Law  
5420 Oak Canopy Way  
Ft. Lauderdale, Florida 33312

Telephone (954) 964-7244

Facsimile (954) 964-7256

February 8, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500003131315--0  
-02/10/00--01116--004  
\*\*\*125.00 \*\*\*125.00

**RE: Creme de la Creme, LLC**

Dear Sir/Madam:

Enclosed please find an original of the Articles of Organization of the above-referenced corporation for filing, together with a check made payable to the Department of State in the amount of the filing fees of \$125.00.

Please send a date-stamped copy of the filed Articles of Organization to the address indicated above on the letterhead.

Please direct any questions to the undersigned at the above-referenced phone number. Thank you for your assistance.

Very truly yours,

Christine A. Butler

Enclosures  
CAB/jv

FILED  
00 FEB 10 AM 11:06  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CREME DE LA CREME, LLC**

**(A Florida Limited Liability Company)**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **Creme de la Creme, LLC** ("Company").

**ARTICLE 2 - PRINCIPAL ADDRESS**

The principal place of business of the Company in Florida shall be 1100 Lincoln Road, Suite H, Miami Beach, Florida 33139, and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business 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.

FILED  
NOV 10 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the Company's initial registered agent is Christine A. Butler, Attorney at Law, at 5420 Oak Canopy Way, Ft. Lauderdale, Florida 33312.

**ARTICLE 7 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These 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. The name and address of the member(s) of the Company are:

	<u>Member</u>	<u>Address</u>
1.	Jerry Siegel	1500 Ocean Drive, Miami Beach, Florida 33139
2.	Ellis Friedman	1100 Lincoln Road, Suite H, Miami Beach, Florida 33139
3.	Walter Staudinger Arts Investment, Ltd., a Florida Limited Partnership	1500 Collins Avenue, Miami Beach, Florida 33141

**ARTICLE 8 - CAPITAL**

The total amount of cash contributed by the members to the capital of the Company, shall be as follows:

	<u>Member</u>	<u>Cash Contribution</u>
1.	Jerry Siegel	\$ 150,000.00
2.	Ellis Friedman	\$ 500.00
3.	Walter Staudinger Arts Investment, Ltd., a Florida Limited Partnership	\$ 211,000.00

FILED  
00 FEB 10 AM 11:06  
TALLAHASSEE, FLORIDA

**ARTICLE 9 - ADDITIONAL CONTRIBUTIONS**

No member is obligated to make additional capital contributions to the Company.

**ARTICLE 10 - MANAGEMENT**

Management of the Company shall be vested in a Board of Managers who shall be elected annually by the members in the manner prescribed by and provided in the Regulations of the Company, and the Company shall be a manager-managed company. The Board of Managers shall initially consist of one (1) Manager. The name and street address of the initial Manager to serve until the first annual meeting of members or until his successor is elected and qualified shall be as follows:

<u>Name</u>	<u>Address</u>
Jerry Siegel	1500 Ocean Drive, Miami Beach, Florida 33139

**ARTICLE 11 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s) in accordance with the Regulations of the Company.

**ARTICLE 12 - TRANSFERABILITY OF INTERESTS**

A member may not transfer or assign his or her interest in the Company except with the unanimous written consent of all other members in accordance with the Regulations of the Company. Any 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 member(s) 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 13 - 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 that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the unanimous consent of all the remaining members, provided there are at least one remaining member.

FILED  
FEB 10 AM 11:06  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA

**ARTICLE 14 – CONTRACTING DEBTS**

No debt shall be contracted nor liability incurred by or on behalf of the Company, except by either a Manager or an officer of the Company authorized pursuant to the Regulations of the Company.

**ARTICLE 15 – AMENDMENTS**

These Articles of Organization, except for Articles 11, 12 and 13, may be altered, amended, modified or repealed by members holding a majority of the capital shares of the Company. Articles 11, 12 and 13 may only be altered, amended, modified or repealed by a unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Ft. Lauderdale, Florida, for the foregoing uses and purposes, this 7<sup>th</sup> day of February, 2000.

*Christine A. Butler*  
Christine A. Butler, Attorney at Law

STATE OF FLORIDA            )  
                                          ) ss:  
COUNTY OF BROWARD    )

Sworn to and subscribed before me this 8 day of February, 2000, by CHRISTINE A. BUTLER.

( ) Personally known to me; or

() Produced Identification; Type of Identification produced FL Drivers License

NOTARY PUBLIC:

Sign: Mary Donahue Taber

Print Name:

Commission No.:

My Commission Expires:




Mary Donahue Taber  
CC839700 EXPIRES  
JUNE 14, 2003  
PAIN INSURANCE, INC.

FILED  
00 FEB 10 AM 11:06  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Christine A. Butler, Esq., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Date: February 7, 2000

  
CHRISTINE A. BUTLER, ESQ.  
Initial Registered Agent

FILED  
00 FEB 10 AM 11:06  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA