

L000000010461

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000045865 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

LIMITED LIABILITY COMPANY

absolutely fabulous culinary productions, I.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 AUG 30 PM 3:31
FILED

wr 8/30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 AUG 30 PM 3:27

5P

ARTICLES OF ORGANIZATION

FOR

ABSOLUTELY FABULOUS CULINARY PRODUCTIONS, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: ABSOLUTELY FABULOUS CULINARY PRODUCTIONS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 3420 West Hallandale Beach Boulevard, Pembroke Park, FL 33023.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER SHARES

The Limited Liability Company is authorized to issue 10,000 shares of membership interest, which shares shall evidence the interest of the members of the Limited Liability Company, which shares shall be designated "Member Shares." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company interest issued by the Limited Liability Company and setting forth the number of Member Shares issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

FILED
00 AUG 30 PM 3:32
TALLAHASSEE FLORIDA
SEVENTH JUDICIAL CIRCUIT

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Aaron Moscovitch
 3420 West Hallandale Beach Blvd.
 Pembroke Park FL 33023

Steven Moscovitch
 3420 West Hallandale Beach Blvd.
 Pembroke Park, FL 33023

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

ARTICLE VIII - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

H000000458653

FILED
 AUG 30 PM 3:32
 CLERK OF SUPERIOR COURT
 PALM BEACH COUNTY, FLORIDA

H000000458653

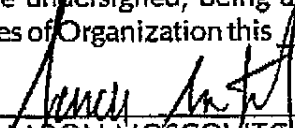
ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.


ARTICLE X - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 29 day of August, 2000.



AARON MOSCOVITCH, Manager and
authorized representative of the members
of the Limited Liability Company



STEVEN MOSCOVITCH, Manager and
authorized representative of the members
of the Limited Liability Company

FILED
00 AUG 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H000000458653

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is ABSOLUTELY FABULOUS CULINARY PRODUCTIONS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Robert M. Kramer
 4000 Hollywood Boulevard
 Suite 485 South
 Hollywood, FL 33021

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.

Robert M. Kramer
 ROBERT M. KRAMER, Registered Agent

00 AUG 30 2000
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

K:\MFG\APPETITE\CULINARY\CULINARY.AO

H000000458653