

L010000013430

LAW OFFICE
MONTELLO & KINNEY, P.A.
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August 8, 2001

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

200004527772--8
-08/09/01--01088-008
****130.00 ****130.00

Re: All Up to \$9.99 LLC

Ladies and Gentlemen:

L01-13430

Enclosed please find two original sets of the Company's Articles of Organization along with a check in the amount of \$130.00 representing the filing fee as well as the cost of obtaining the certificate of status.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

WR 8/13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LRM/amc
Enclosures

4p

**ARTICLES OF ORGANIZATION
OF
ALL UP TO \$9.99 LLC**

**ARTICLE I
Name**

The name of the limited liability company is All Up to \$9.99 LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office of the Company is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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TALLAHASSEE FLORIDA

ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his addresses is:

Raul Brik
c/o 777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of All Up to \$9.99 LLC.

Executed by the undersigned at Miami, Florida, this 8th day of August, 2001.

ALL UP TO \$9.99 LLC

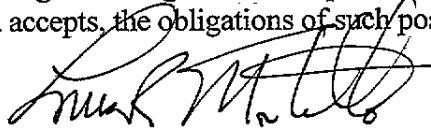
By: 

Louis R. Montello, As Authorized
Representative for Raul Brik

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TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of All Up to \$9.99 LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



Louis R. Montello,
Registered Agent

August 8, 2001

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