

L05000089652

(Requestor's Name)

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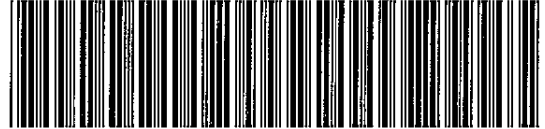
(Business Entity Name)

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TALLAHASSEE, FLORIDA

DEC 30 2005



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2005

JACK MALERBA, EA
JUMPING JAX TAX INC.
1940 HARRISON ST., STE. 202
HOLLYWOOD, FL 33020-5072

SUBJECT: M & M LIQUIDATORS, LLC
Ref. Number: L05000089652

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We have received your document for M & M LIQUIDATORS, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$30.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 905A00072994

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Jumping Jax TaxSM
"Life, Liberty and the Pursuit of Profit!"
(800) 203-2347

JUMPING JAX TAX INC.
1940 Harrison St., Ste. 202
Hollywood, FL 33020-5072
(800) 203-2347



Fax (800) 859-8215
jack@jumpingjaxtax.com

Admitted to Practice before the Internal Revenue Service

ENROLLED AGENT (EA)

I am tax specialist licensed through the U.S. Department of the Treasury, Internal Revenue Service, to represent taxpayers before the Internal Revenue Service throughout the U.S. I am not a Certified Public Accountant (CPA).

GUARANTEE

When I am the original tax preparer I will represent you or your business entity for free within 3 years from the filing date of the related tax return, including extensions of time to file but excluding extensions of time to pay tax any taxes owed, if you or your business entity have fully paid me for the related tax return, should the Internal Revenue Service, state revenue service, state labor department as it relates to the state unemployment tax, audit the related tax return.

I exclude an amended tax return unless I was the original tax preparer. I also exclude any tax return where my tax advice is ignored. I reserve the right to refer you or your business entity to a qualified attorney in appropriate jurisdiction at your expense or your business entity's expense should I view that the situation warrants it. I do not assure the outcome of any audit in any way.

PRIVACY

I do not disclose any private information about my clients or former clients to any entity, except as instructed to do so by such clients, or as required by law. I restrict access to our clients' or former clients' private information to those professionals necessary to prepare tax returns and income tax compilations. I maintain physical, electronic and procedural safeguards to protect my clients' or former clients' private information.

PAYMENT

You or your business entity must pay 50% of my fee before I start work any tax returns. The remaining 50% of my fee must be paid before I will mail the tax return to you or your business entity. Tax Management Service clients cannot be more than 3 months in arrears unless I grant a written waiver to exceed this requirement. I will not file any tax return for you or your business entity unless the entire fee is paid (means funds available in the business checking account of Jumping Jax Tax, Inc. without recourse) 3 business days before the due date of the tax return.

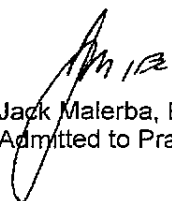
12 December 2005

Florida Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314


Subject: Articles of Incorporation

Dear Document Specialist:

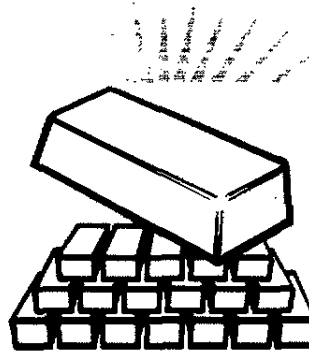
The \$33.75 is for filing fees for the amended and restated articles of organization with a certificate of status.
Thank you.


Jack Malerba, EA
Admitted to Practice before the Internal Revenue Service

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TALLAHASSEE, FLORIDA


J. BRYAN
DEC 21 2005

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
MERCHANDIZE LIQUIDATORS, LLC**
(Florida Document L0500089652)



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Article I. Preamble

- Section 1.01** The Majority-in-Interest of the Members voted to approve these Amended and Restated Articles of Organization, pursuant to § 608.4231(4), Florida Statutes (approved by vote of more than 50.01% of the Members.)
- Section 1.02** **The name of this Florida Limited Liability Company is M & M Liquidators, LLC,** pursuant to following § 608.411(1)(a), Florida Statutes.
- Section 1.03** **The date of filing of the Articles of Organization was 12 September 2005,** pursuant to § 608.411(1)(b), Florida Statutes.
- Section 1.04** **This Florida Limited Liability Company amends and restates its Articles of Organization pursuant to 608.411(1)(c), Florida Statutes as follows:**

Article II. THE NAME OF THE FLORIDA LIMITED LIABILITY COMPANY

- Section 2.01** The name of this Florida Limited Liability Company is **MERCHANDIZE LIQUIDATORS, LLC.**

Article III. THE MAILING AND STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS FLORIDA LIMITED LIABILITY COMPANY

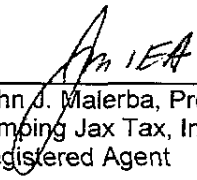
- Section 3.01** The **mailing and street address** of the Principal Office of this Florida Domestic Profit Limited Liability Company is **430 WEST ANSIN BLVD. STE G, HALLANDALE, FL 33009-3112.**

Article IV. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE FLORIDA LIMITED LIABILITY COMPANY

- Section 4.01** The name of the registered agent of this Florida Limited Liability Company is **Jumping Jax Tax, Inc.**

Section 4.02 The street address of the Registered Agent of this Florida Limited Liability Company is **1940 Harrison St., Ste. 202, Hollywood, FL 33020-5072.**

Section 4.03 As Registered Agent, Jumping Jax Tax, Inc. accepts service of process for the above Florida Limited Liability Company at the street address designated in these Amended and Restated Articles of Organization. It accepts this appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of its duties. Jumping Jax Tax, Inc. is familiar with and accepts the obligations of Registered Agent for this Florida Limited Liability Company.



John J. Malerba, President,
Jumping Jax Tax, Inc.,
Registered Agent

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Article V. MANAGEMENT

Section 5.01 This Florida Limited Liability Company is **MANAGED BY MANAGERS.**

Section 5.02 **ISAAC MIZRACHI IS THE SOLE MANAGER** of this Florida Limited Liability Company.

Article VI. THE EFFECTIVE TIME AND DATE OF COMMENCEMENT OF THIS FLORIDA LIMITED LIABILITY COMPANY

Section 6.01 The effective time and date of commencement of this Florida Domestic Profit Limited Liability Company's existence was 12:01 a.m., 01 October 2005, pursuant to § 608.409, Florida Statutes.

Article VII. INDEMNIFICATION OF MEMBERS, MANAGERS, REGISTERED AGENT, OR AUTHORIZED REPRESENTATIVE OF THE FLORIDA LIMITED LIABILITY COMPANY

Section 7.01 This Florida Limited Liability Company shall indemnify and hold harmless any Member, any Manager, any Registered Agent or any Authorized Representative from and against claims and demands within restrictions imposed by Section 7.02 of these Amended and Restated Articles of Organization.

Section 7.02 Indemnification shall not be made to or on behalf of any Member, any Manager, any Registered Agent or any Authorized Representative if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Manager, Registered Agent or Authorized Representative were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Manager, the Registered Agent or the Authorized Representative had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Manager, the Registered Agent or the Authorized Representative derived an improper personal benefit; or willful misconduct or a conscious disregard for the best interests of this Limited Liability Company in a proceeding by or in the right of the Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a Member;

or in the case of a Manager, a circumstance under which the liability provisions of § 608.426, Florida Statutes are applicable.

Article VIII. EXECUTION BY THE SOLE MANAGER

Section 8.01 The Sole Manager Isaac Mizrachi of this Florida Limited Liability Company duly executes these Amended and Restated Articles of Organization for this Florida Limited Liability Company following § 608.407, Florida Statutes.

Section 8.02 This Florida Limited Liability Company has substantially complied with the requirements of § 608.409(4), Florida Statutes.

Section 8.03 These Amended and Restated Articles of Organization shall supersede the existing Articles of Organization upon the filing date of these Amended and Restates Articles of Organization with the Florida Department of State, pursuant to § 608.411(6), Florida Statutes

Section 8.04 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to § 608.408(3), Florida Statutes.

x 

Isaac Mizrachi, Manager
Merchandize Liquidators, LLC

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