

L060000001230

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

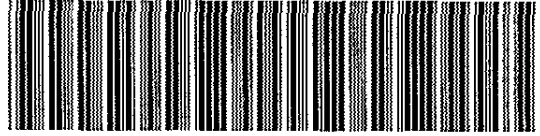
(Business Entity Name)

(Document Number)

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SECRET
DIVISION
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COVER LETTER

**TO: Registration Section
Division of Corporations**

**SUBJECT: AAA Designs, LLC d/b/a Norwalk The Furniture Idea
(Name of Limited Liability Company)**

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Israel Esquenazi

(Name of Person)

AAA Designs, LLC d/b/a Norwalk The Furniture Idea

(Firm/Company)

2313 NW 186 Ave

(Address)

Pembroke Pines, FL 33029

(City/State and Zip Code)

For further information concerning this matter, please call:

Israel Esquenazi

(Name of Person)

at (954) 665-1180

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

AAA Designs, LLC d/b/a Norwalk The Furniture Idea

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on January 4, 2006 and assigned document number L06000001230

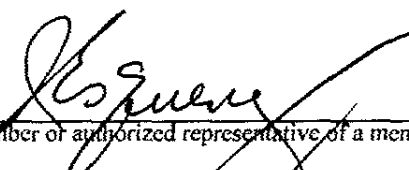
SECOND: This amendment is submitted to amend the following:

KNOW ALL MEN BY THESE PRESENTS THAT ELBA VILCHEZ AND
FERNANDO A GARZON, MEMBERS OF AAA DESIGNS, LLC ARE HEREBY
TERMINATED pursuant to the Articles of Organization and corresponding Operating
Amended Agreement dated April 27, 2007 which provides among other things,
provisions for its Members to be removed by majority vote with or without cause.

WHEREAS the sum total of votes between Member-Manager Henry Gutierrez
and General Manager Israel Esquenazi exceeds the required Fifty One Percent
(51%) majority, it is hereby RESOLVED AND AGREED THAT:

Elba Vilchez and Fernando A Garzon are hereby REMOVED, TERMINATED
AND DISMISSED as a Members of AAA Designs, LLC d/b/a Norwalk The Furniture Idea.

Dated August 7, 2007



Signature of a member or authorized representative of a member

Israel Esquenazi, President and General Manager

Typed or printed name of signee

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SECRETARY
DIVISION

Filing Fee: \$25.00

KNOW ALL MEN BY THESE PRESENTS THAT ELBA VILCHEZ AND FERNANDO A GARZON, MEMBERS OF AAA DESIGNS, LLC ARE HEREBY TERMINATED.

Pursuant to the Articles of Organization and corresponding Operating Agreements, in particular the Amended Agreement dated April 27, 2007 which provides among other things, provisions for its Members to be removed by majority vote with or without cause with limited reimbursement of personal invested capital thereof in AAA Designs, LLC (herein after called "The Company") a registered Limited Liability Company in Florida, and

WHEREAS Elba Vilchez and Fernando A Garzon have ignored written agreements detailing exactly the duties each of the Members are to perform, and

WHEREAS Elba Vilchez has existing personal guaranties with J.R. Anderson Real Estate Company, Landlord for the leased premises of "The Company" as well as Norwalk Furniture Corporation, the Franchisor of "The Company", knowing full well that neither guarantee will be affected by this termination and shall remain in full force and effect until and if each respective party issues a release, and

WHEREAS, as a Member of "The Company", Elba Vilchez and Fernando A Garzon are in default of a contractual provision by failing to make certain deposits of additional funds as required and requested numerous times, and

WHEREAS the existence of agreements regarding the division of work, communication and chores between Members have been ignored by Elba Vilchez and Fernando A Garzon evidenced by the course of dealings of the Members of "The Company" prior to the executed Amended Operating Agreement dated April 27, 2007 where that too has been ignored, and

WHEREAS Elba Vilchez and Fernando A Garzon have chosen to be non compliant with several written and verbal requests for Specific Performance and in violation of FS 608.4226 and 608.423 which states "each Manager and Managing member shall owe a duty of loyalty and a duty of care to the limited liability company and all of the members of the limited liability company", and

WHEREAS Elba Vilchez and Fernando A Garzon failed to show up at Merchandising meeting with the Franchisor held at the home of Israel Esquenazi on August 6, 2007 at 9:00 A.M. despite their attendance was previously confirmed by Elba Vilchez via email, and

WHEREAS, provisions and remedies are in place for aforementioned, to wit: Articles of Organization and corresponding Operating Agreements, in particular the Amended Agreements dated April 27, 2007, and

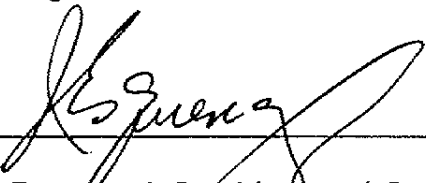
WHEREAS the sum total of votes between Member-Manager Henry Gutierrez and General Manager Israel Esquenazi exceed the required Fifty One Percent (51%) majority, it is hereby

RESOLVED AND AGREED THAT:

Pursuant to Florida Statue 608.427(2) which states: "Upon withdrawal, a withdrawing member is entitled to receive any distribution to which the withdrawing member is entitled under the articles of organization or operating agreement...", and FS 608.4225 General standards for managers and managing members,

Elba Vilchez and Fernando A Garzon are hereby REMOVED, TERMINATED AND DISMISSED as a Members of "The Company". Elba Vilchez and Fernando A Garzon are to sign and return the attached resignation form by US Mail. Upon receipt, a check for the remainder of their capital investment in "The Company" as stipulated in and pursuant to the Articles of Organization and corresponding Operating Agreements as amended April 27, 2007 shall be mailed to them.

Date: August 7, 2007



Israel Esquenazi, President and General Manager

AAA Designs, LLC d/b/a Norwalk The Furniture Idea

CC: Elba Vilchez and Fernando A Garzon, Francisco Corrales, Esq.; Norwalk Furniture Corp; J.R. Anderson Real Estate, Henry Gutierrez, Florida Secretary of State, Jaime Maya, CPA, Comerica Bank, Sacramento, CA, file.