

L06000p3256

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

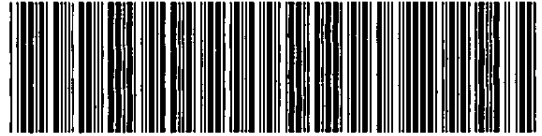
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT
OCT 20 2009
EXAMINER

Office Use Only



500161827485

10/19/09--01033--012 **25.00

2009 OCT 19 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED



KOTZ, SANGSTER, WYSOCKI AND BERG, P.C.

400 RENAISSANCE CENTER, SUITE 3400 | DETROIT | MICHIGAN | 48243-1618
(313) 259-8300 | (313) 259-1451 FAX

NICOLE M. HARMS, CP
CERTIFIED PARALEGAL
nharms@kotsangster.com
(313) 259-8786 Detroit

October 14, 2009

FILED
2009 OCT 19 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DETROIT OFFICE
400 RENAISSANCE CENTER
SUITE 3400
DETROIT, MICHIGAN 48243
(313) 259-8300
(313) 259-1451

Registration Section
Division of Corporations
P.O. Box 6327 Clifton Building
Tallahassee, FL 32314

RE: SLEEK AUDIO, LLC (L06000103256)

BIRMINGHAM OFFICE
300 PARK SUITE 265
BIRMINGHAM, MICHIGAN 48009
(248) 646-1050
(248) 646-1054 FAX

Dear Sir or Madam:

Enclosed for filing is Amended and Restated Articles of Organization for Sleek Audio, LLC, along with Kotz, Sangster, Wysocki and Berg, P.C. check number 55879 in the amount of Twenty-Five and 00/100 Dollars (\$25.00) for the filing fee. Please return a filed copy to my attention in the enclosed self-addressed envelope.


WESTERN, MICHIGAN OFFICE
400 EAST FRONT STREET
SUITE G
BUCHANAN, MICHIGAN 49107
(269) 697-4863
(269) 697-4867 FAX

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

KOTZ, SANGSTER, WYSOCKI
AND BERG, LLP
500 NORTH STATE COLLEGE
BLVD.
SUITE 1100
ORANGE, CALIFORNIA 92668
(951) 413-0017
(951) 413-0016 FAX

KOTZ, SANGSTER, WYSOCKI AND BERG, P.C.


NICOLE M. HARMS, CP
CERTIFIED PARALEGAL

NMH:nmh
Enclosures
VIA FIRST CLASS MAIL

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SLEEK AUDIO, LLC
(Document # L06000103256)**

2009 OCT 19 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The Articles of Organization of Sleek Audio, LLC (the "Company") were filed on October 24, 2006. In accordance with Section 608.411, these Amended and Restated Articles of Organization of Sleek Audio, LLC have been duly executed and are being filed to amend and restate in their entirety all prior articles of organization filed on behalf of the Company. The Company's Amended and Restated Articles of Organization are as follows:

ARTICLE I

The name of this limited liability company shall be: Sleek Audio, LLC.

ARTICLE II

The Company is organized to engage in the manufacture, marketing, sale and distribution of "in ear earphones" and other audio equipment and any ancillary business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes. Without being limited by the foregoing, the Company may transact all lawful business allowed pursuant to the Act and the laws of any jurisdiction in which the Company may do business.

ARTICLE III

The mailing address and the street address of the principal office of the limited liability company shall be 600 8th Avenue West, Suite 301, Palmetto, Florida 34221, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE IV

The registered office of this limited liability company is 221 21st Street West, Bradenton, Florida 34205. The registered agent at that address is Mark A. Krywko.

ARTICLE V

This limited liability company shall be a manager-managed company. The name and address of the initial Managers are as follows:

Mark A. Krywko
221 21st Street West
Bradenton, Florida 34205

Jason Krywko
6607 Heritage Lane
Bradenton, Florida 34209

Marja Krywko
221 21st Street West
Bradenton, Florida 34205

Michael E. Krywko
1615 Stony Creek Dr.
Rochester, Michigan 48307

ARTICLE VI

One or more managers shall manage the limited liability company. A manager of the limited liability company shall not be personally liable for monetary damages to the limited liability company, its members, or any other person for any statement, vote, decision, or failure to act regarding management or policy decisions by a manager or a managing member, unless:

a) The manager or managing member breached or failed to perform the duties as a manager or managing member; and

(b) The manager's or managing member's breach of, or failure to perform, those duties constitutes any of the following:

1. A violation of the criminal law, unless the manager or managing member had a reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe such conduct was unlawful. A judgment or other final adjudication against a manager or managing member in any criminal proceeding for a violation of the criminal law estops that manager or managing member from contesting the fact that such breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the manager or managing member from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that such conduct was unlawful.

2. A transaction from which the manager or managing member derived an improper personal benefit, either directly or indirectly.

3. A distribution in violation of s. 608.426 of the Florida Limited Liability Company Act, Fla. Stat. s. 608.401, et. seq. (the "Act").

4. In a proceeding by or in the right of the limited liability company to procure a judgment in its favor or by or in the right of a member, conscious disregard of the best interest of the limited liability company, or willful misconduct.

5. In a proceeding by or in the right of someone other than the limited liability company or a member, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

In the event the Act is hereafter amended to authorize action by the limited liability company to further eliminate or limit the personal liability of managers, then the liability of a manager of the limited liability company shall be eliminated or limited to the fullest extent permitted by the Act, so

2009 OCT 19 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED


amended. Any repeal, modification or adoption of any provision in these Articles of Organization inconsistent with this Article VI or the Operating Agreement of the limited liability company, shall not adversely affect any right or protection of a manager of the limited liability company existing at the time of such repeal, modification or adoption.

To the extent permitted by the Act and subject to all of the other provisions of this Article VI, the limited liability company shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the limited liability company), by reason of the fact that the person is or was a manager of the limited liability company, or, while serving as a manager of the limited liability company, is or was serving at the request of the limited liability company as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the limited liability company or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the limited liability company or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Subject to all of the provisions of this Article VI, the limited liability company shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the limited liability company to procure a judgment in its favor by reason of the fact that the person is or was a manager of the limited liability company or, while serving as a manager of the limited liability company, is or was serving at the request of the limited liability company as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the limited liability company or its members; however, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the members unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

FILED
OCT 18 2010
CLARK COUNTY
DELAWARE

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 12th day of October, 2009.



Mark A. Krywko, Member

FILED
2009 OCT 19 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

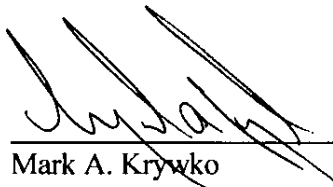
FIRST -- The name of the limited liability company is Sleek Audio, LLC.

SECOND -- The name and address of the registered agent and office is:

Mark A. Krywko
221 21st Street West,
Bradenton, Florida 34205

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.

Dated this 12th day of October, 2009.



Mark A. Krywko

2009 OCT 19 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED