

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



L9le0000000439

ACCOUNT NO. : 072100000032

REFERENCE : 921370 11692A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 17, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 921370

CUSTOMER NO: 11692A

CUSTOMER: Edmond L. Sugar, Esq.
EDMOND L. SUGAR, P.A.

950 South Federal Highway

Hollywood, FL 33020

300001791503
-04723/96--01171--009
****570.00 ****285.00

DOMESTIC FILING

NAME: GILMA PRODUCTS, L.C.

EFFECTIVE DATE:

- LIMITED LIABILITY COMPANY
- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

4/18/96
AS

RECEIVED
96 APR 17 11:11
DIVISION OF CORPORATION

ARTICLE OF ORGANIZATION FOR

GILMA PRODUCTS, L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is **GILMA PRODUCTS, L.C.**

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is 8440 Harding Avenue, Suite #3, Miami Beach, Florida 33141.

ARTICLE III

MEMBERS

The company shall have three initial members, **GYULA KIS-BENEDEK, ILDIKO KIS-BENEDEK** and **MARIA BERENYI**. The number of members may be increased from time to time in a manner provided by the regulations, but shall never be less than two.

ARTICLE IV

PURPOSE

The company is organized for the purpose of transacting any and all lawful business, including the importing, exporting and distribution of food or manufactured products, both domestic and foreign, with such powers to do all things necessary to carry out its business and affairs.

ARTICLE V

DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which would terminate the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the forgoing events.

ARTICLE VI

MANAGEMENT

The Limited Liability Company is to be managed by the members, whose names and addresses are:

GYULA KIS-BENEDEK -	8440 Harding Avenue, Suite #3, Miami Beach, Florida 33141.
ILDIKO KIS-BENEDEK -	8440 Harding Avenue, Suite #3, Miami Beach, Florida 33141.
MARIA BERENYI -	8440 Harding Avenue, Suite #3, Miami Beach, Florida 33141.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon unanimous written consent by all members.

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 unanimous written consent of all members.

ARTICLE VIII

POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the company. This article may be amended from time to time in accordance with the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE IX

REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

ARTICLE X

AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

IN WITNESS WHEREOF, the undersigned members have executed these articles of organization this 16TH day of April, 1996.

Gyula Kis-Benedek
GYULA KIS-BENEDEK

Ildiko Kis-Benedek
ILDIKO KIS-BENEDEK

Maria Berenyi
MARIA BERENYI

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of organization was sworn to and subscribed to before me by **GYULA KIS-BENEDEK, ILDIKO KIS-BENEDEK & MARIA BERENYI**, this 16TH day of April, 1996, who:

- () is/are personally known by me;
- () produced current Florida Driver's License(s) as identification;
- (X) produced HUNGARIAN PASSPORT as identification.

Edmond Sugar
SIGNATURE OF NOTARY
EDMOND SUGAR
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: MAY 4, 1996



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of **GIIMA PRODUCTS, L.C.**, depose and say:

1. The above named limited liability company has at least two members.

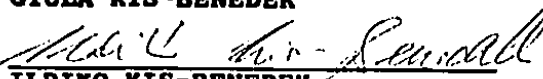
2. The total amount of cash to be contributed by the members is \$30,000.00

3. If any, the agreed value of property other than cash contributed by members is \$0.00.

4. The total amount of cash or property anticipated to be contributed by members is \$30,000.00. This total includes amounts from 2 and 3 above.



GYULA KIS-BENEDEK



ILDIKO KIS-BENEDEK

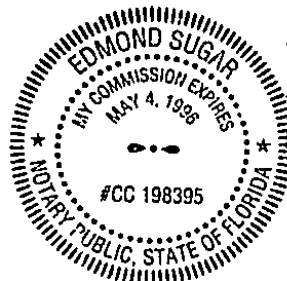


MARIA BERENYI

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of organization was sworn to and subscribed to before me by **GYULA KIS-BENEDEK, ILDIKO KIS-BENEDEK & MARIA BERENYI**, this 16TH day of April, 1996, who:

- () is/are personally known by me;
() produced current Florida Driver's License(s) as identification;
(X) produced HUNGARIAN PASSPORT as identification.





SIGNATURE OF NOTARY

EDMOND SUGAR

PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: 1996 4, 1996

**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 IN DESIGNATING THE REGISTERED
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **GILMA
PRODUCTS, L.C.**

2. The name and address of the registered agent and office is:

**EDMOND L. SUGAR, ESQUIRE
950 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FL 33030**

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.



EDMOND L. SUGAR

April 16, 1996

DATE