

L9800002086

CHARLES DE RAGO

52-43 71ST STREET
MASPETH, NY 11378

TRANSMITTAL LETTER

September 29, 1998

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

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-10/01/98--01044--003
***346.25 ***~~332.50~~

RE: Articles of Organization

#346.25

Dear Sir or Madam,

Enclosed please find 3 proposed original Articles of Organization for a new, domestic Limited Liability Company using proposed names. I have also enclosed copies of the proposed original Articles of Organization. Also enclosed is a check in the amount of \$346.25 payable to Department of State. Please see below for the break down of the check.

Filing of Articles of Organization and Affidavit	\$ 250.00
Designation of Registered Agent	35.00
Certified copy of the Articles of Organization	52.50
Certificate of Status	8.75
Total	<u>\$ 346.25</u>

SPECIAL INSTRUCTIONS

The Articles of Organization for this LLC is being submitted in the following manner. Enclosed with this cover letter you will find 3 proposed Articles of Organization using different proposed LLC names. I only wish for one of these to be filed. Accordingly, please file the first Articles of Organization that uses an available LLC name. Please check name availability in the following order:

1. ASCENT INTERNATIONAL GROUP LLC
2. ASCEND INTERNATIONAL LLC
3. ASCEND INTERNATIONAL GROUP LLC

Please file the enclosed Articles of Organization and return the responses or receipts concerning this filing and a **certified copy of the Articles of Organization and the Certificate of Status** to:

Charles De Rago
52-43 71st street,
Maspeth, NY 11378.
(718)205-4485

Thank you for your help in this matter.

Very truly yours,


Charles De Rago

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT-1 PM 4:30

FILED

L98-2086

Name Availability	YC
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgment	OR
W. P. Verifier	OR

ARTICLES OF ORGANIZATION
OF
ASCENT INTERNATIONAL GROUP LLC

FILED
98 OCT - 1 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, of the age of eighteen years or more, acting as organizer of a Limited Liability Company under the state of Florida Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I

(Name of this Limited Liability Company)

The name of this Limited Liability Company is **ASCENT INTERNATIONAL GROUP LLC**.

ARTICLE II

(Principal Place of Business of the Limited Liability Company)

The principal place of business and mailing address of the Limited Liability Company shall be: 13135 SW. 90TH Court, Miami, FL 33176.

ARTICLE III

(Period of Duration of the Limited Liability Company)

The period of duration for the Limited Liability Company shall be the end of the 21ST century, December 31, 2099.

ARTICLE IV

(Management and Names and addresses of initial Managers)

The Limited Liability Company is to be managed by managers and the names and addresses of such managers are to serve as managers are:

- 1) Mohammed I. Maher
13135 SW. 90TH Court
Miami, FL 33176
- 2) Babak Oreyzi
13135 SW. 90TH Court
Miami, FL 33176

ARTICLE V

(Admission of Additional Members)

The existing members of this Limited Liability Company must approve the admission of new members by a unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this Limited Liability Company.

ARTICLE VI

(Members Rights to Continue Business)

The unanimous approval of the remaining members is required to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Limited Liability Company.

ARTICLE VII

(Names and addresses of Members)

The Names and addresses of Members of this Limited Liability Company are:

	<u>Name & Address</u>	<u>Percentage of Ownership</u>
1)	SHOKOUFEH CORPORATION 13135 SW. 90 TH Court Miami, FL 33176	50.00%
2)	YASSI, INC. 13135 SW. 90 TH Court Miami, FL 33176	50.00%

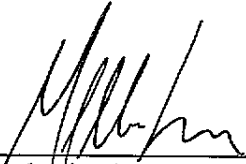
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TALLAHASSEE, FLORIDA

ARTICLE VIII

(Affidavit of Membership and Contributions)

The undersigned authorized representative of a member of **ASCENT INTERNATIONAL GROUP LLC** certifies:

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0.00
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 50,000.00



Signature of an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mohammed I. Maher

Typed or printed name of signee

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98 OCT -1 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer of this Limited Liability Company has executed these Articles of Organization and affirms that the statements made herein are true under penalties of perjury this 29th day of September, 1998.



Charles De Rago, Organizer
52-43 71st Street
Maspeth, NY 11378

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is

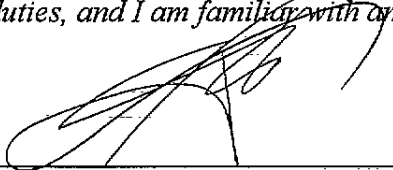
ASCENT INTERNATIONAL GROUP LLC

2. The name and the Florida street address of the registered agent are:

Bahram Dastgheib
13135 SW. 90TH Court
Miami, FL 33176

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99 OCT -1 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Bahram Dastgheib, Registered Agent

9/29/98

Date of Signature