

M 98000000212

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

98 MAR -5 PM 3: 30

FILED

7TH HEAVEN LLC
13024 S.W. 128 STREET
MIAMI, FL 33186

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

300002439673--8

-02/24/98--01103--002

1. 7th Heaven, LLC doing bus. in FL. as 7th Heaven Distribution, LLC
(Corporation Name) (Document #) *****285.00 *****285.00
CM
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

7TH HEAVEN LLC
13024 S.W. 128 STREET
MIAMI, FL 33186

SUBJECT: 7TH HEAVEN LLC
Ref. Number: W98000004363

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TALLAHASSEE, FLORIDA

We have received your document for 7TH HEAVEN LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The Federal Employer Identification number is comprised of nine digits. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 398A00010985

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 7th Heaven LLC, Doing Business In Fla. as FTH HEAVEN DISTRIBUTION, LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. DELAWARE
 (Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0812253
 (FEI number, if applicable)

4. 2/13/98
 (Date of Organization)

5. PERPETUAL
 (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FOLLOWING
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 13024 S.W. 128 ST.
MIAMI, FL. 33186
 (Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ALLEN BENEDIKT</u>	<u>MGRM</u>	_____	_____
<u>13024 S.W. 128 ST.</u>		_____	
<u>MIAMI, FL. 33186</u>		_____	
<u>JULIO JIMENEZ</u>	<u>MGR</u>	_____	_____
<u>13024 S.W. 128 ST.</u>		_____	
<u>MIAMI, FL. 33186</u>		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

7TH HEAVEN DISTRIBUTION, LLC certifies:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is

\$ 2,000;

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ 0;

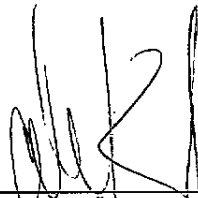
(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 2,000.

(This total includes amounts from 2 and 3 above.)



Signature of a member or 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.)

ALLEN BENEDIKT

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

7TH HEAVEN DISTRIBUTION, LLC

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

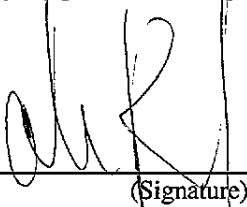
ALLEN BENEDIKT
(Name)

13024 S.W. 128. ST.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33186
City/State/Zip

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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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

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TALLAHASSEE, FLORIDA

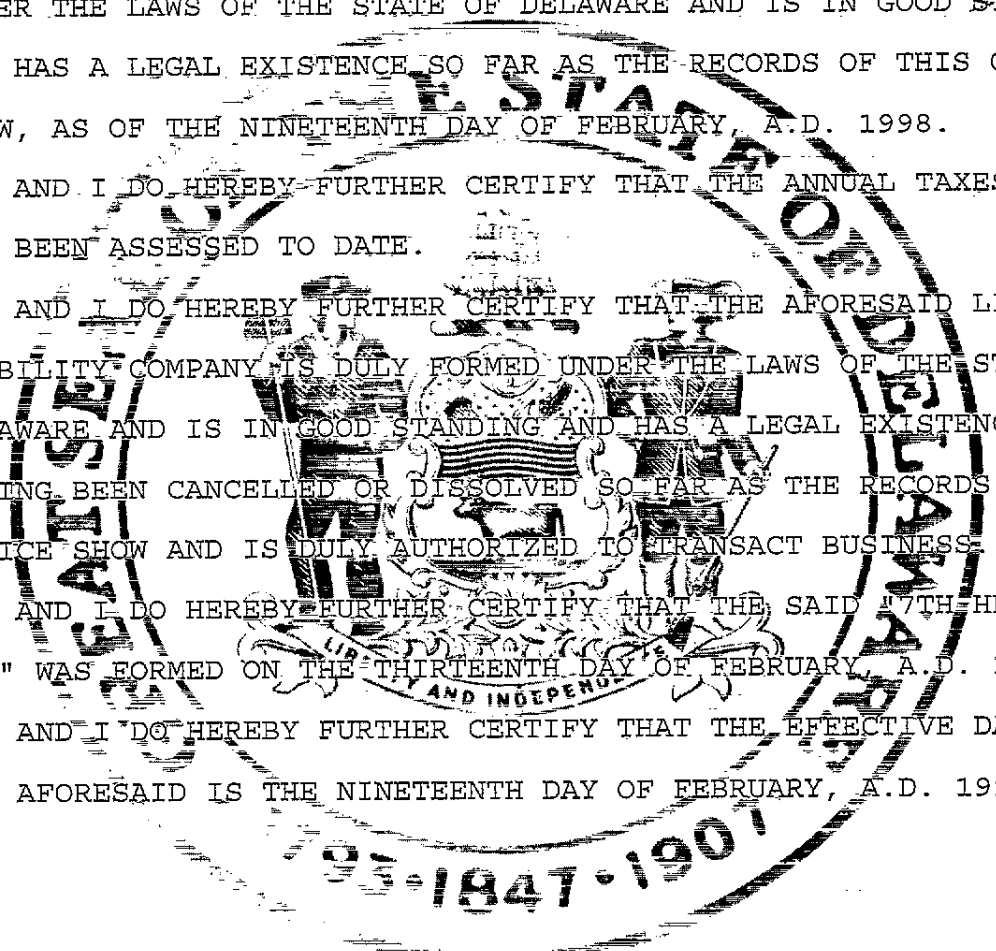
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "7TH HEAVEN, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "7TH HEAVEN, LLC" WAS FORMED ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE NINETEENTH DAY OF FEBRUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2859204 8300

DATE:

8928733