L00000008934

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sonia Braga Custom Tailor, LC.

"organizer"

00789-01117-02023-00524-00671

W-18295

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****155.00 ****155.00

MJH

___ Art of Inc. File___
___ LTD Partnership File___
___ Foreign Corp. File___
✓ L.C. File___
___ Fictitious Name File___
___ Trade/Service Mark___
___ Merger File___
___ Art. of Amend. File___
___ RA Resignation___
___ Dissolution / Withdrawal___
___ Annual Report / Reinstatement___
✓ Cert. Copy___
___ Photo Copy___
___ Certificate of Good Standing___
___ Certificate of Status___
___ Certificate of Fictitious Name___
___ Corp Record Search___
___ Officer Search___
___ Fictitious Search___
___ Fictitious Owner Search___
___ Vehicle Search___
___ Driving Record___
___ UCC 1 or 3 File___
___ UCC 11 Search___
___ UCC 11 Retrieval___
___ Courier___

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 AM 9:08

RECEIVED
00 JUL 21 AM 11:40
DIVISION OF CORPORATION

Signature ______________________

Requested by: LB 7/21/00 10:40
Name Date Time

Walk-In ___ Will Pick Up ___

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

CAPITAL CONNECTION, INC.

,

SUBJECT: SONIA BRAGA CUSTOM TAILOR, L.C.
Ref. Number: W00000018295

We have received your document for SONIA BRAGA CUSTOM TAILOR, L.C. and your check(s) totaling $155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Signing as the "ORGANIZER" is not acceptable.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 200A00040088

Corrected

RECEIVED
00 JUL 26 PM 3:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SONIA BRAGA CUSTOM TAILOR, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 AM 9:08

ARTICLE I
<u>LIMITED LIABILITY COMPANY NAME</u>

The name of this limited liability company shall be:

SONIA BRAGA CUSTOM TAILOR, L.C.

ARTICLE II
<u>COMMENCEMENT AND DURATION</u>

This limited liability company shall commence its existence immediately upon the <u>filing</u> of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III
<u>PURPOSE</u>

The limited liability company is hereby organized for the purposes of amendments in real property in and outside the State of Florida but is shall be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV
<u>INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS</u>

The initial business address for the limited liability company shall be:

1339 S.W. 22 Terrace
Miami, Florida 33145

(This shall also be the mailing address of the corporation)
and the name and address of the initial registered agent for the limited liability company shall be:

HARRY K. BENDER
BENDER, BENDER & CHANDLER, P.A.
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited company shall be Ten Thousand Dollars ($10,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizer of this limited liability company is:

Harry K. Bender
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

ARTICLE VII
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

Sonia Braga Bannister
1339 S.W. 22 Terrace
Miami, Florida 33145

David Bannister
1339 S.W. 22 Terrace
Miami, Florida 33145

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX
MANAGEMENT

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time in accordance with the regulations of the company. The initial managers shall be Sonia Braga Bannister and David Bannister, 1339 S.W. 22 Terrace, Miami, Florida 33145.

ARTICLE X
REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI
INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have caused these Articles or Organization to be executed this 18th day of July, 2000.

BY: ____________________
HARRY K. BENDER
Authorized Representative of a Member

STATE OF FLORIDA)
COUNTY OF DADE)

SWORN TO and SUBSCRIBED before me this 19th day of July, 2000, by HARRY K. BENDER, who is personally known to me and/or who has produced Florida Driver's License No. as identification and who did take an oath.

____
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
BARBARA F CABRERA
COMMISSION NUMBER
CC879927
MY COMMISSION EXPIRES
OCT. 29,2003

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 19th day of July, 2000.

HARRY K. BENDER