

**L00000003904**

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Tioli, LLC**

000003151030--8  
-02/29/00--01021-026  
\*\*\*285.00 \*\*\*125.00

Enclosed are an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

From: Andrew Garvis  
Tioli, LLC  
613 Triumph Court #12  
Orlando, FL 32805  
(407)299-9400

W-5837

ALTS

00 APR -6 AM 11:00

FILED  
DEPT OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 3, 2000

ANDREW GARVIS  
TIOLI, LLC  
613 TRIUMPH COURT #12  
ORLANDO, FL 32805

SUBJECT: TIOLI, LLC  
Ref. Number: W00000005837

RECEIVED  
SECRETARY OF STATE  
MAR 10 2000  
11:00 AM

We have received your document for TIOLI, 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):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 700A00012047

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
· COMPANY

**ARTICLE I – Name:**

The name of the Limited Liability Company is: Tioli, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 613 Triumph Court, #12 Orlando, FL 32805

**ARTICLE III – Duration:**

The period of duration for the Limited Liability Company shall be:

Twenty (20) years.

**ARTICLE IV – Management:**

X The Limited Liability Company is to be managed by the members; and the names and addresses of the managing members are:

Simrus Corporation  
750 Royal Crest Circle #452  
Las Vegas, NV 89109

Industrial Smoke & Mirrors, Inc.  
613 Triumph Court #12  
Orlando, FL 32805

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OFFICE OF THE CLERK  
JAN 15 2010  
11:00 AM  
-6

#### **ARTICLE V – Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

With the unanimous consent of all the Members, which consent may be unanimously withheld, delayed or conditioned, any Person acceptable to the Members, subject to the terms of the Operating Agreement, may become an additional Member by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine. A Substitute Person may become a Member by purchasing the Interest of a current Member who has first offered the right to purchase to the Company and the other Members in accordance with the terms of the Operating Agreement. All Additional Members and Substitute Members are bound by the terms of the Operating Agreement and must join in the execution of that Agreement. No additional Member or Substitute Member shall be entitled to any retroactive allocation of losses, income or expenses deductions incurred by the Company. See Article XIV of the Company's Operating Agreement.

#### **ARTICLE VI – Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

In such event, called a "Withdrawal Event", the business of the Company may be continued upon the unanimous consent of all remaining Members.

#### **ARTICLE VII – Registered Agent**

The name and address of the initial Registered Agent for the Limited Liability Company is:

Andrew Garvis, President  
Industrial Smoke & Mirrors, Inc.  
613 Triumph Court #12  
Orlando, FL 32805

00 APR -6 AM 11:00

STATE  
OF FLORIDA  
COUNTY OF ORANGE

## ARTICLE VIII - Organizer

The name and street address of the Organizer to these Articles of Organization, who is a Member of the Limited Liability Company is:

Industrial Smoke & Mirrors, Inc.  
613 Triumph Court #12  
Orlando, FL 32805

IN WITNESS WHEREOF, the undersigned Member of the above-described Limited Liability Company has hereunto set his hand and seal on this 22 day of February, 2000.

*Andrew W. Smith* President of Industrial Smoke & Mirrors

Signature

*AM* PRESIDENT OF SMIRRS

00 APR -6 AM 11:00  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

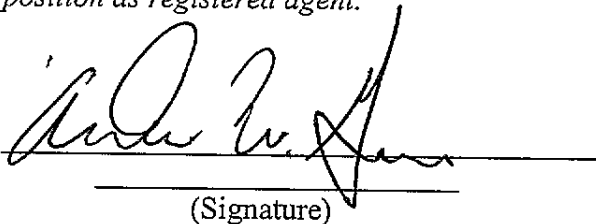
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/RESTRICTED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Tioli, LLC.
2. The name and address of the registered agent/registered office is:

Andrew Garvis, Pres. of Industrial Smoke & Mirrors, Inc.  
613 Triumph Court #12  
Orlando, FL 32805

*Having been named as registered agent and having accepted 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)

2/22/00  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

00 APR - 6 11:11:00  
SECTION 608.415  
SECTION 608.507  
SECTION 608.415  
SECTION 608.507