

L 0000000 5608

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000026780 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

premium distributors, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

FILED
00 MAY 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PREMIUM DISTRIBUTORS, LLC
REF: W00000012691

FILED
00 MAY 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the complete principal's office address. This address must be a street address; a post office box 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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000026780
Letter Number: 800A00027386

RECEIVED
00 MAY 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24
H00000026870

ARTICLES OF ORGANIZATION
OF
PREMIUM DISTRIBUTORS, LLC.

A Florida Limited Liability Company, pursuant to State of Florida law.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name: The name of this company shall be **PREMIUM DISTRIBUTORS LLC.**

2. Duration/Continuation:

The period of this 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 terminates 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 foregoing events.

3. The mailing address and principal office of the company is:

1925 Brickell Avenue, Brickell Place Condominium, Suite D-206, Miami, Florida 33129.

4. Registered Agent and office:

The name and street address of the initial registered agent and office for this company is as follows:
Roger Besu, P.A., 1925 Brickell Avenue, Brickell Place Condominium, Suite D-206, Miami, Florida 33129

5. Admission of Additional Members; and Terms and Conditions of such Admissions:

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. Right to Continue Business:

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company:

The business of the Company shall be managed by managers, and is, therefore a manager - managed company. The name(s) and address of the initial manager who is to serve until the first annual meeting of Members or until their successors are elected and qualify is:

Names
DAVID TORRES

Addresses
311 SW 184 Terr,
Pembroke Pines FL 33029

7. Amendment of Articles of Organization:

H00000026870

FILED
00 MAY 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H000 00026780

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 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 be also signed by the member to be added.

8. Regulations of Company:

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers(s) 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 Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members:

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

10. Contracting Debt:

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

11. Transferability of Member's Interest:

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

12. Withdrawal or Reduction of Member's Contributions to Capital:

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

The undersigned has executed these Articles of Organization on this 8th day of May, 2000 at Miami, Florida.

H000 00026780

FILED
MAY 16 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0000 0002 6780

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

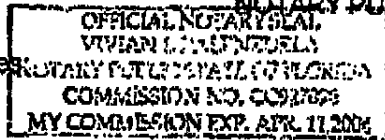

DAVID TORRES, Member

State of Florida)
County of Miami-Dade)

The foregoing instrument was acknowledged before me this 8 day of May, 2000, by DAVID TORRES who is personally known by me or who has produced D/ience as identification.


NOTARY PUBLIC

My commission expires



Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated by 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 as provided for in Chapter 608, F.S.


Roger Besu, Registered Agent

This instrument prepared by:
Roger Besu, Esq
The Besu Law Firm
1925 Brickell Ave., Ste D-206
Miami, Florida 33129
Tel (305) 854-6363
Fax (305) 854-7550
Email: rogerb@besulaw.com
URL: www.besulaw.com

FILED
00 MAY 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0000 0002 6780