

CAPITAL CONNECTION, INC.

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

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B Diamond, LLC

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****155.00 ****155.00

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 _____

RECEIVED
 00 SEP 14 AM 10:35
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

00 SEP 14 PM 2:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

Handwritten initials and date: 9-14-00

Signature _____

Requested by: LS

9/14

10105

Name

Date

Time

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION OF

S B DIAMOND, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is: S B DIAMOND, LLC
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is: 301 Lincoln Road, Miami Beach, Florida 33139
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is Jonathan D. Beloff, Esq., Beloff & Schwartz
1111 Lincoln Road, Suite 400, Miami Beach, FL 33139
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Robert C. Rifkin
3605 S. Tamarac Drive
Denver, Colorado 80237

David I. Tornek
3605 S. Tamarac Drive
Denver, Colorado 80237

Gerald N. Kernis
3605 S. Tamarac Drive
Denver, Colorado 80237

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7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the Operating Agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

8. **Management.** The business of the Company shall be reserved to and conducted under the exclusive management of one or more managers according to the provisions of an Operating Agreement to be entered into between the manager(s) and the members, and is therefore, a manager-managed company. The name and address of the initial Managers of the Company is as follows:

Robert C. Rifkin
3605 S. Tamarac Drive
Denver, Colorado 80237

David I. Tornek
3605 S. Tamarac Drive
Denver, Colorado 80237

Gerald N. Kernis
3605 S. Tamarac Drive
Denver, Colorado 80237

Dated: 9/12, 2000.

By: 

Robert Rifkin, MEMBER

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

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

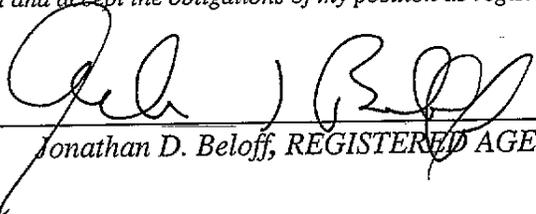
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: *S B DIAMOND, LLC*

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

Jonathan D. Beloff, Esq.
Beloff & Schwartz
1111 Lincoln Road, Suite 400
Miami Beach, FL 33139

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.



Jonathan D. Beloff, REGISTERED AGENT

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