

OCT-07-2002 17:23

KRAMER, GREEN et al

P.01/04

**L00000011185**

Florida Department of State  
Division of Corporations  
Public Access System

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.**

((H02000209108 8)))

**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)205-0383

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954)966-2112  
Fax Number : (954)981-1605

FILED  
2002 OCT - 7 AM 8:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED  
02 OCT - 8 AM 7:42  
DIVISION OF CORPORATION

**LIMITED LIABILITY AMENDMENT**

**AIR TOY LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

(((H) 2000209108 8)))

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**FOR**  
**AIR TOY, LLC**

FILED  
2002 OCT - 7 AM 8:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization for Air Toy, LLC, which were originally filed on September 18, 2000, are restated in their entirety to read as follows:

**"ARTICLE I - NAME**

The name of the Limited Liability Company is AIR TOY, LLC, which is its original name and which has never been amended.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 501 Phillips Drive, Boca Raton, FL 33432.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER Units**

The Limited Liability Company is authorized to issue 10,000 units of membership interest, which units shall evidence the interest of the members of the Limited Liability Company, which units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

(((H02000209108 8)))

5.2 The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the manager of the Limited Liability Company are:

Glenn Gidseg  
501 Phillips Drive  
Boca Raton, FL 33432

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning all of the issued and outstanding Member Units of the Limited Liability Company.

#### **ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Units of the Limited Liability Company.

#### **ARTICLE VIII - WITHDRAWAL**

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice and (ii) with the unanimous consent of all the members.

#### **ARTICLE IX - DISTRIBUTION**

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and all of the

FILED  
2002 OCT -7 AM 8:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

(((H02000209108 8)))

members may consent to a distribution.

### ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

### ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

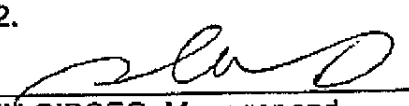
All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

### ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law."

The above Amended and Restated Articles of Organization for Air Toy, LLC were authorized by all the members of Air Toy, LLC on Sept 30, 2002.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Restated and Amended Articles of Organization this 30 day of Sept, 2002.

  
GLENN GIDSEG, Manager and  
authorized representative of the members  
of the Limited Liability Company

(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.)

K:\BOB\GIDSEG\Air-Toy\AMD.AO.wpd

(((H02000209108 8)))