

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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Shoji Restaurant, L.L.C.

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****130.00 ****130.00

☐ 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

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00 OCT 11 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

00 OCT -6 AM 10:23

RECEIVED

JP
10-11-00

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

W-24321



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 2000

CAPITAL CONNECTION

SUBJECT: SHOLI RESTAURANT, L.L.C.
Ref. Number: W00000024327

We have received your document for SHOLI RESTAURANT, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00053098

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF SHOJI RESTAURANT, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Shoji Restaurant, L.L.C., and its principal office shall be located at 4000 Hollywood Boulevard, Suite 435S, Hollywood, Florida 33021, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The aforementioned address is also the mailing address of the company.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

MANAGEMENT

This limited liability company shall be managed by one (1) manager and is, therefore, a manager managed company. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified is as follows:

Myles Chefetz whose address is 300 South Pointe Drive, Unit 3305, Miami Beach, Florida 33139

ARTICLE IV

CLASSES OF MEMBERSHIP

There shall initially be three classes of membership which shall be designated as Class "A" members, Class "B" members and Class "C" members.

ARTICLE V.

MEMBERSHIP RESTRICTIONS

Class "A" members shall have the right to admit new members by majority consent of the Class "B" members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Class "B" members shall have the right to admit new members by majority consent of the Class "B" members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent of the Class "B" members.

Class "C" members shall have the right to admit new members by majority consent of the Class "A" and "B" members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent of the Class "B" members.

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On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the Class "A" members in equal shares. Class "A" Members will make contributions in equal shares.

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the Class "B" members in equal shares. Class "B" Members will make contributions in equal shares.

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the Class "C" members in equal shares. Class "C" Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business. All losses that occur in the operation of the limited liability company business shall be paid out of the capital contributions and profits of the members.

ARTICLE VIII.

DURATION

This limited liability company shall exist for fifty (50) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4000 Hollywood Boulevard, Suite 435S, Hollywood, Broward County, Florida 33021, and the name of the company's initial registered agent at that address is Mark D. Cohen.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Shoji Restaurant, L.L.C.

Executed by the undersigned at Miami, Dade County, Florida this _____ day of September, 2000.

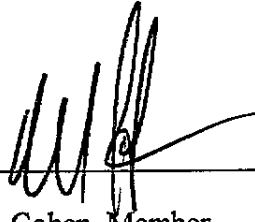
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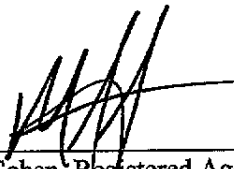
Under penalties of perjury the facts stated herein are true and correct.

SHOJI RESTAURANT, L.L.C.



Mark D. Cohen, Member

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 as provided for in Chapter 608, F.S.



Mark Cohen, Registered Agent

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