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Florida Department of State
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From:
Account Name : STEVEN E. EISENBERG, ATTORNEY
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LIMITED LIABILITY COMPANY

Beach Naturals, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2000

STEVEN E. EISENBERG

SUBJECT: BEACH NATURALS, L.L.C.
REF: W00000026395

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.

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) 487-6939.

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**ARTICLES OF ORGANIZATION
OF
BEACH NATURALS, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**SECTION 1.
NAME**

The name of this limited liability company is Beach Naturals, L.L.C. (the "Company").

**SECTION 2.
DURATION**

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statute Section 608.441, or the Operating Agreement of the Company, unless continued by the unanimous consent of all of the remaining members.

**SECTION 3.
MAILING ADDRESS AND STREET ADDRESS**

The Company's mailing and street address is:

915/965 N. W. 72d Street
Miami, FL 33150-3616

**SECTION 4.
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Sandra P. Greenblatt, P.A.

The street address of the initial registered agent of the Company is:

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

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SECTION 5. ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the manager and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, applicable statutes, rules, regulations, or policies for the Company as the manager may from time to time determine in his sole discretion.

SECTION 6. TERMINATION OF MEMBERSHIP

If a member of the Company resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company as set forth in the Operating Agreement of the Company or in Chapter 608, Florida Statutes, the remaining member(s) may, by unanimous written agreement, continue the business of the Company.

SECTION 7. MANAGEMENT OF THE COMPANY

The Company shall be managed by a Manager. The Company shall initially be managed by Harold Greenblatt, whose address is 22 N. Hibiscus Drive, Miami Beach, FL 33139, who shall serve as Manager for so long as he is a member of the Company. Thereafter, the Company shall be managed by one or more managers who shall be approved annually as provided in the Operating Agreement of the Company.

SECTION 8. AMENDMENT OF ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative unanimous vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all the members of the Company in lieu of a meeting.

SECTION 9. OPERATING AGREEMENT

The manager(s) shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company, upon the affirmative vote of a majority of those managers in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, that any provision which has been previously

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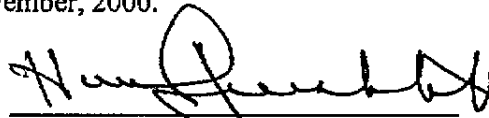
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adopted, altered or amended by the members and which states it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the manager(s), but shall only be altered, amended or repealed by the unanimous written consent of the members of the Company.

**SECTION 10.
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of this 1st day of November, 2000.



Signature of member or authorized
representative of member

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

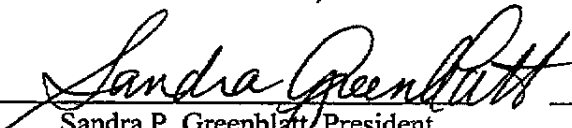
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Beach Naturals, L.L.C.
2. The name and address of the registered agent and office is:

Sandra P. Greenblatt, P. A.
3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

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, / hereby accept the appointment as registered agent and agree to act in this capacity. / further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and / am familiar with and accept the obligations of my position as registered agent

SANDRA P. GREENBLATT, P.A.:

By:  11/1/00
Sandra P. Greenblatt, President Date

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