

L0000000 13982

CARLTON FIELDS

ATTORNEYS AT LAW

4000 INTERNATIONAL PLACE
100 S. E. SECOND STREET
MIAMI, FLORIDA 33131

MAILING ADDRESS:
P.O. BOX 019101, MIAMI, FL 33131-9101
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October 30, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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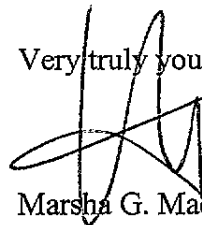
Re: Bubbles, L.L.C.

Dear Sir/Madam:

Enclosed please find original and one (1) copy of the Articles of Organization of Bubbles, L.L.C.. Please file the original and return a conformed, stamped copy to me. I have also enclosed our check in the amount of \$125.00 to cover the filing fee for same.

Thank you for your assistance in this matter.

Very truly yours,



Marsha G. Madorsky

MGM:nb
Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

BUBBLES, 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 (hereinafter referred to as "Limited Company").

ARTICLE I

NAME

The name of the limited liability company shall be BUBBLES, L.L.C.

ARTICLE II

EFFECTIVE DATE

Pursuant to Section 608.409(1), Fla. Stat. (1999), the Limited Company's existence shall begin at the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 277 North Coconut Lane, Miami Beach, FL 33134, Miami-Dade County, but it shall have the power and authority

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to establish branch offices at any other place or places as the members may designate.

The address listed above will initially also serve as the mailing address.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of the Limited Company is 4000 International Place, 100 S.E. 2nd Street, Miami, FL 33131, County of Miami-Dade and the name of Limited Company's initial Registered Agent is MARSHA G. MADORSKY.

ARTICLE V

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 Company is authorized to transact, shall be as follows:

1. To sell high quality mineral water, champagne, coffee, tea, sandwiches, pastries, confections, chocolates and such other food stuffs as deemed appropriate through its retail stores.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry out 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.

4. 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 the Limited 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.

5. 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, 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.

6. 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 services under contract or otherwise for any corporation, joint stock company, association, partnership, firm; syndicate, 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

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the formation, rights, privileges, and immunities of limited liability companies for profit.

7. 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 other 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 Company, and the 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 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 VI

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managers of this Limited Company. This Article may be amended

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from time to time in the Regulations of the Limited Company by unanimous vote of the Members of the Limited Company.

ARTICLE VII

DURATION

The Limited Company shall continue in full force and effect for twenty five (25) years beginning on the date of filing of these Articles of Organization with the Department of State, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute 608.441, or as provided in the Regulations adopted by the Members.

ARTICLE VIII

MANAGERS

The Limited Company shall be initially managed by two (2) managers. The name and address of the persons who shall serve as managers until the first annual meeting of the Members or until their successor(s) are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EUGENE S. BEM	277 North Coconut Lane Miami Beach, FL 33134
JOELLE MUSE-BEM	277 North Coconut Lane Miami Beach, FL 33134

ARTICLE IX

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of the time of admission

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to the Limited Company. A Member's interest in the Limited Company may not be sold or otherwise transferred except with unanimous written consent of all Members.

On 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 in the Limited Company, the remaining Members shall have the right to continue the business with the unanimous consent of the remaining Members.

ARTICLE X

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the Limited Company by each of the Members. Additional contributions will be made as required for investment or other purposes, as determined by unanimous consent of the Members. Members may make contributions in equal shares, or in such other proportions as determined from time to time by the Members.

ARTICLE XI

PROFITS AND LOSSES

(A) PROFIT SHARING

The Members shall be entitled to the net profits arising from the operation of the Limited Company's business that remain after the payment of expenses of conducting the business of the Limited Company. Each member shall be entitled to a distributive share of the profits as set forth in the regulations of the Company.

(B) LOSSES

All losses that occur in the operation of the Limited Company business shall be paid out of the capital of the Limited Company and the profits of the business, or,

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if these sources are insufficient to cover such losses, by the Members in shares equal to their ownership interest in the Limited Company or as may otherwise be provided for in the Operating Agreement.

ARTICLE XII

INDEMNIFICATION

The Limited Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Company. The Limited Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Company, or is or was serving at the request of the Limited Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was

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unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Company.

ARTICLE XIII

POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Company shall be vested solely in the Members of the Limited Company, and shall be by a unanimous vote of approval of the Members.

ARTICLE XIV

LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members of the Limited Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Company.

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ARTICLE XV

LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company as contained in its Operating Agreement shall be vested in the Members of the Limited Company. Regulations adopted by the Members 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 Member manager or managers. The regulations may contain any provisions for the regulations and management of the affairs of the Limited Company not inconsistent with Florida law or the Articles of Organization.

ARTICLE XVI

PURCHASE OF COMPANY PROPERTY

Real or personal property owned or purchased by the Company shall be held and owned and conveyance shall be made, in the name of the Company. Instruments and documents providing for the acquisition, mortgage, purchase money mortgage, promissory notes, or disposition of any, shall be valid and binding upon the Limited Company if they are executed by one or more Managers of the Limited Company or any authorized agent of the Managers or Members.

IN WITNESS WHEREOF, the undersigned authorized agent has caused these Articles of Organization to be executed this 27 day of October, 2000.

BUBBLES, L.L.C.

By: 
IPHIMEDIA, L.L.C., Member

By: 
JOELLE MUSE-BEM, Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

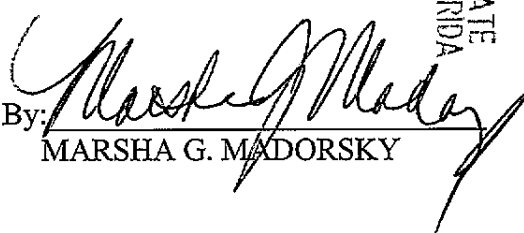
Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that BUBBLES, L.L.C. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Miami, County of Miami-Dade, State of Florida, has named MARSHA G. MADORSKY, ESQ, located at 4000 International Place, 100 S.E. 2nd Street, Miami, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office and as Registered Agent am familiar with, and accept, the obligations of that position.

By:


MARSHA G. MADORSKY

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