

L0000000/5223

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## 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.

(((H00000064289 2)))

**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) 922-4003

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

AL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 12:05

## LIMITED LIABILITY COMPANY

NEWCO INTERNATIONAL, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

2

H000000064289

Articles of Organization of

NEWCO INTERNATIONAL, L.L.C.

The undersigned hereby executes these Articles for the purpose of forming 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. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be NEWCO INTERNATIONAL, L.L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company are 6194 North Federal Highway, Boca Raton, Florida 33487.

ARTICLE III

REGISTERED OFFICE AND  
REGISTERED AGENT

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

M & W Agents, Inc.  
2101 Corporate Blvd., Suite 107  
Boca Raton, FL 33431

Robert A. Chaves, Esq.  
Teschler Chaves Rubin & Forman, PA  
2101 Corporate Blvd., Suite 107  
Boca Raton, Florida 33431  
(561) 998-7847  
Fla. Bar No. 283525

H000000064289

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 12:05

H000000064289

ARTICLE IV

MANAGEMENT

The Company is to be a member-managed Company.

ARTICLE V

DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-000-

The undersigned, being the sole member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of NEWCO INTERNATIONAL, L.L.C.

Executed by the undersigned on December 8, 2000.

MEMBER:

Tibor Toth  
Tibor Toth

H000000064289

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 12:05

H000000064289

## STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida

ss

County of Palm Beach

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is NEWCO INTERNATIONAL, L.L.C.

The name of the registered agent for NEWCO INTERNATIONAL, L.L.C. is M & W AGENTS, INC. and the street address of the company's principal office where the agent is located is Boca Corporate Center, 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 608, F.S.

Dated: December 8, 2000.

M & W AGENTS, INC., a Florida corporation

By: 

Authorized Officer

FWPDATA\nc\TOTH\nt\Organization.wpd

H000000064289

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 12:05