

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*****125.00 *****125.00

SGS, LLC

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ L.C. File **LLC**
- ___ 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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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
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01 FEB 16 AM 10:45
RECEIVED
DIVISION OF CORPORATION

Signature

Requested by: **DR**

2-16-01

10:05

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION
OF
SGS, LLC**

The undersigned, being the Authorized Representative of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

SGS, LLC

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2050.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Limited Liability Company in Florida is 951 N.E. 167th Street, Suite 102, North Miami Beach, FL 33162., and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Marvin Katz, Esq.

FIFTH: The principal office and mailing address of the Limited Liability Company is c/o Marvin Katz, Esq., 951 N.E. 167th Street, Suite 102, North Miami Beach, FL 33162.

SIXTH: The Limited Liability Company is to be managed by two Managing Members. The names and addresses of the initial Managing Members are: Steven Spira, having an address at 277 West End Avenue, New York, NY 10023 and Gale Spira, having an address at 277 West End Avenue, New York, NY 10023.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$10,000.00. Each of the Members contributed the amount set forth below:

Steven Spira — \$5,000.00
Gale Spira — \$5,000.00

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions

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have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Managing Member who caused the Withdrawal Event), may continue 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 in the Limited Liability Company.

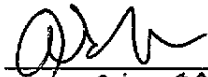
TWELFTH: The names and addresses of the Members and Organizers of the Limited Liability Company are: Steven Spira, having an address at 277 West End Avenue, New York, NY 10023 and Gale Spira, having an address at 277 West End Avenue, New York, NY 10023 ("Managing Members").

THIRTEENTH: The name and address of the Authorized Representative is Marvin Katz, Esq., 951 N.E. 167th Street, Suite 102, North Miami Beach, FL 33162.

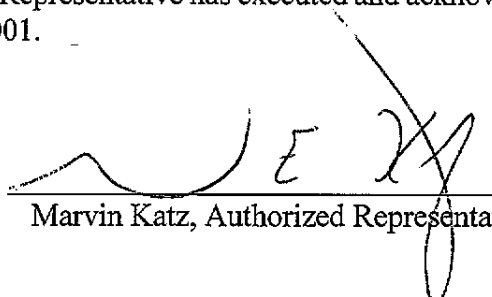
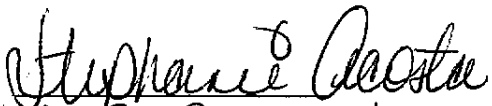
FOURTEENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Authorized Representative has executed and acknowledged these Articles of Organization on February 15th, 2001.

In the presence of:



print: ALAN SAKOWITZ

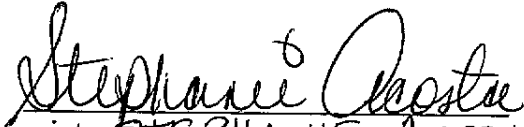

Marvin Katz, Authorized Representative

print: STEPHANIE ACOSTA

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on the 15th day of February, 2001, by Marvin Katz as Authorized Representative.


print: STEPHANIE ACOSTA
Notary Public
My commission expires on

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced:



Stephanie H. Acosta
Commission # CC 769329
Expires AUG. 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

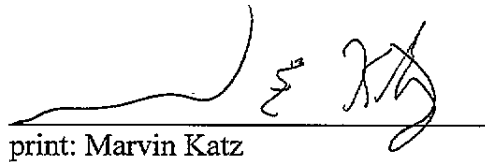
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**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for SGS, LLC, hereby voluntarily consent to serve as Registered Agent for SGS, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: February 15, 2001


print: Marvin Katz

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