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SPIEGEL & Utrera, P.A.

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WADIMAGA.COM, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk-In Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
x	Limited Liability
	Domestication
	Other

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials MB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 30 AM 9:32
APPROVED AND FILED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 30 AM 9:14
TO AGENCY FILED
SUFFICIENCY OF FILING

4-30-01

ARTICLES OF ORGANIZATION

OF

WADIMAGA.COM, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **WADIMAGA.COM, L.L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1900 West 68th Street, Hialeah, Florida 33014 and the mailing address shall be Post Office Box 290383, Port Orange, Florida 32129.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to manufacture, market, and sell entertainment products and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

01 APR 30 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED



SPIEGEL & UTRERA, P.A.

LAWYERS
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343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Orestes Fernandez, Jr.
Vice Operating Manager: Orestes Fernandez, Sr.
Secretary: John Kordek
Treasurer: Grace Kordek

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members, provided there are at least one remaining member.

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AND
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TALLAHASSEE, FLORIDA



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ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Orestes Fernandez, Jr.
1900 West 68th Street
Hialeah, Florida 33014

Betty Fernandez
1900 West 68th Street
Hialeah, Florida 33014

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this April 27, 2001.



Elsie Sanchez, Authorized Representative of the
Members

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED



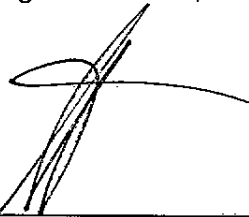
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.



By: _____
Natalia Utrera, Vice President

ARTLIMES

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AND
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