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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850)521-1000

Fax Number : (850)521-1030

LIMITED LIABILITY COMPANY

LA SOMMELIERE INTERNATIONAL, LLC

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

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

CORPORATION SERVICE COMPANY

SUBJECT: LA SOMMELIERE INTERNATIONAL, LLC
REF: W01000010022

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TALLAHASSEE, FLORIDA

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) 487-6094.

Agnes Lunt
Document Specialist

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Letter Number: 001A00026343

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THOMSON MURARO

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ARTICLES OF ORGANIZATION

OF

LA SOMMELIERE INTERNATIONAL, LLC

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

ARTICLE I - NAME

The name of the limited liability company shall be La Sommeliere International, LLC (hereinafter referred to as the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 4100 NE 2nd Avenue, Suite 320, Miami, Florida 33137.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is 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.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Sarah L. Schweitzer, Esq., Thomson Muraro Razook & Hart, P.A. One Southeast Third Avenue, Suite 1700, Miami, Florida 33131.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. 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 members of the Company other than the member proposing to dispose of his or her

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Interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - CONTRIBUTIONS

The members of the Company shall make a nominal initial contribution of One Thousand Dollars (\$1000.00).

ARTICLE VIII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE IX - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved in the event of 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 Company, unless all of the remaining members consent to continue the business of the Company.

ARTICLE X - MANAGEMENT

The Company shall be managed by one manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company, and is, therefore, a manager-managed company.

The name and address of the initial manager of the Company is:

NAME

ADDRESS

Jean Cazalet

4100 NE 2nd Avenue, Suite 320, Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 2 day of May, 2001.


Sarah L. Schweitzer, Authorized Representative

In accordance with Section 608.406(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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:

La Sommellere International, LLC

2. The name and address of the registered agent and office is:

Sarah L. Schweitzer, Esq.
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue, Suite 1700
Miami, Florida 33131

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


Sarah L. Schweitzer, Esq.

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SEC. OF STATE
TALLAHASSEE, FLORIDA