

L 01000008430

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.

((H01000069087 4))

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)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA

FILED RECEIVED  
01 MAY 25 PM 3:29  
01 MAY 25 PM 2:27

LIMITED LIABILITY COMPANY

AL

V&Q RETAIL HOLDINGS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 25, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: V&Q RETAIL HOLDINGS, L.L.C.  
REF: W01000012029

FILED  
01 MAY 25 PM 3:29  
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

FAX Aud. #: H01000069087  
Letter Number: 101A00032343

H 01000069087

7

ARTICLES OF ORGANIZATION OF  
V&Q RETAIL HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be V&Q RETAIL HOLDINGS L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 3663 SW 8<sup>th</sup> Street, Penthouse Miami, Florida 33135.

ARTICLE III -- DURATION

The Company commenced its existence on the date the original articles of organization were filed by the Florida Department of State. The Company's existence shall terminate not later than 2040 A.D., unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is J. Luis Quintana at 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:  
J. L. QUINTANA, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
338 MINORCA AVENUE  
CORAL GABLES, FL. 33134  
TELEPHONE (305) 446-0300  
FLORIDA BAR #768987

FILED  
01 MAY 25 PM 3:29  
TALLAHASSEE, FLORIDA

H 01000069087

ARTICLE VI - 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 Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on 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.
3. 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 this limited liability 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.
4. 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, government, or 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.
5. 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 service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, 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 the formation, rights, privileges, and immunities of limited liability companies for profit.
6. 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 others 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 25 PM 3:29

FILED

**PAGE THREE ARTICLES OF ORGANIZATION  
OF V&Q RETAIL HOLDINGS, L.L.C.**

7. 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 liability company, and 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.
8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability 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 VII - PROFITS AND LOSSES**

Each member shall have an interest in the assets, gains, income, profits, and losses and deductions of the Company (inclusive of all distributions on liquidation) (the "Membership Interest") in the proportions and percentages set forth in the Regulations and Operating Agreement, subject to any conditions and limitations regulations of the Company ("Operating Agreement").

**ARTICLE VIII - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company as required and in accordance with the Operating Agreement.

**ARTICLE IX - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except in accordance with the Operating Agreement of the Company. A member may transfer his or her Membership Interest in the Company only as permitted by and in accordance with the Operating Agreement of the Company. In the event of a transfer by a member of his or her Membership Interest in the Company, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer in accordance with the Operating Agreement. All transfers (voluntary or involuntary) of Membership Interest shall be subject to the conditions and restrictions set forth in the Operating Agreement.

**ARTICLE X - TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on 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 all of the remaining members within 30 calendar days, and the members take such other action as required by the Operating Agreement.

FILED  
01 MAY 25 PM 3:29  
TALLAHASSEE, FLORIDA

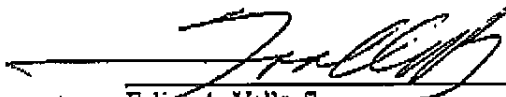
ARTICLE XI - MANAGEMENT

The Company shall be managed by the Operating Manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. Notwithstanding the foregoing, however, the Operating Agreement may provide for specific matters (including but not limited to, management, operational, and policy related functions and decisions), that would require the decision and consent of some or all of the members. The internal affairs of the Company are set forth in the Operating Agreement of the Company, which shall be provided to all present and subsequent Members of the Company, and shall govern the operation of the Company and its various Members.

ARTICLE XII - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the Operating Agreement of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement of the Company.


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization in Miami, Florida, on this 21 day of MAY 2001.

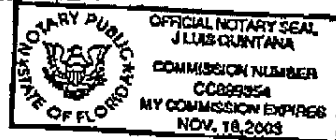
  
Felipe A. Valls, Sr.

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Felipe A. Valls, Sr. known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of MAY, 2001.

  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



FILED  
01 MAY 25 PM 3:29  
SECRETARY OF THE STATE  
TALLAHASSEE, FLORIDA

H 01000069087

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of V&Q RETAIL HOLDINGS L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accept the obligations of the position of registered agent.

*[Handwritten Signature]*  
\_\_\_\_\_  
J. Luis Quintana  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 25 PM 3:29

FILED

STATE OF FLORIDA        )  
                                  )  
COUNTY OF DADE        ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this MAY 21, 2001.

H 01000069087

*[Handwritten Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:

OFFICIAL NOTARY SEAL  
YOLANDA SIERRA-ARAUJO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC757392  
MY COMMISSION EXP. JULY 7, 2002