

# L01000015269

MITCHELL I. FRIED  
ATTORNEY AND COUNSELOR AT LAW

238 N. Westmonte Drive, Suite 200  
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Phone 407-682-1331 Fax 407-682-2011

Admitted to Practice in  
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Certified  
Circuit Court Mediator

August 24, 2001

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800004558408--5  
-08/27/01--01108--016  
\*\*\*125.00 \*\*\*125.00

Re: YGB PROMOTIONS, LLC

Gentlemen:

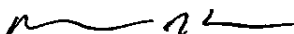
Enclosed please find the following for the creation and filing of YGB Promotions, LLC

1. Articles of Organization of YGB PROMOTIONS, INC.
2. Acceptance of Registered Agent designated in Articles of Organization.
3. Check in the amount of \$125.00, payable to Florida Department of State, for filing fee for Articles of Organization and Designation of Registered Agent.

FILED  
01 SEP 6 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please process and provide your letter of acknowledgment.

Yours truly,



Mitchell I. Fried

MiF/mys  
encs.

L01-15269  
a



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 29, 2001

MITCHELL FRIED  
238 N. WESTMONTE DRIVE, SUITE 200  
ALTAMONTE SPRINGS, FL 32714

SUBJECT: YGB PROMOTIONS, LLC  
Ref. Number: W01000020095

We have received your document for YGB PROMOTIONS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 501A0004911

FILED  
01 SEP - 4 PM 5: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MITCHELL I. FRIED**  
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September 4, 2001

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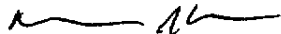
Attn: Tammi Cline

Re: YGB PROMOTIONS, LLC

Dear Ms. Cline:

As per your attached letter of August 29, 2001, and our conversation of today, I am enclosing the Articles of Organization of YGB Promotions, LLC, which have been modified at Article 2 to indicate that the mailing address is the same as the street address of the principal office of the Company. Please process the registration.

Yours truly,



Mitchell I. Fried

MIF/mys  
encs.  
cc: client

FILED  
01 SEP - 6 PM 5: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:

Mitchell I. Fried, Esq.  
238 N. Westmonte Drive, Suite 200  
Altamonte Springs, FL 32714  
407-682-1331

FILED  
01 SEP - 6 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

**OF**

### **YGB PROMOTIONS, LLC**

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 YGB PROMOTIONS, LLC ("Company").

#### **ARTICLE 2 - PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office of the Company in Florida shall be 2651 Maitland Crossing Way, Suite 6-208, Orlando, Florida 32810, and the mailing address shall be the same.

#### **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 engage in the business of 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.

#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is 2651 Maitland Crossing Way, Suite 6-208, Orlando, Florida 32810. The name and address of the registered agent of this Company is Terrence L. Miller, 2651 Maitland Crossing Way, Suite 6-208, Orlando, Florida 32810.

## **ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

|                         |                    |
|-------------------------|--------------------|
| Operating Manager:      | Terrence L. Miller |
| Vice Operating Manager: | Anthony Gregory    |
| Secretary:              | Anthony Gregory    |
| Treasurer:              | Terrence L. Miller |

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

FILED  
01 SEP -6 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **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 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 proposal 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 the remaining members, provided there are at least one remaining member.

## **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:

Terrence L. Miller  
YGB PROMOTIONS, LLC  
2651 Maitland Crossing Way, Suite 6-208, Orlando, Florida 32810.

Anthony Gregory  
YGB PROMOTIONS, LLC  
2651 Maitland Crossing Way, Suite 6-208, Orlando, Florida 32810.

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Altamonte Springs, Florida, for the foregoing uses and purposes, this 24th day of August, 2001.

  
TERRENCE L. MILLER

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I DO HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **TERRENCE L. MILLER**, who is personally known to me, and who executed the foregoing Articles of Organization of YGB Promotions, LLC, and he acknowledged before me that he has executed the same for the purpose set forth therein.

SWORN TO AND SUBSCRIBED before me this 24th day of August, 2001.



  
Notary Public, State of Florida

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

Terrence L. Miller, 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.

Dated: August 24, 2001

  
TERRENCE L. MILLER

FILED  
01 SEP -6 PM 5: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA