

LO1000017174

OLIVER HARRIS III, P.A.
2518 SE Willoughby Boulevard
Stuart, FL 34994
(561) 287-9101

MAJ

8/27 8/27
August 20, 2001

The Secretary of State
Corporations/Limited Liability Companies
P. O. Box 6327
Tallahassee, Florida 32314

800004553068--2
-08/24/01--01005--008
****125.00 ****125.00

RE: Articles of Organization for Hot Flixx, LLC

W01-19874

Dear Sir/Madam:

Enclosed herein for filing are the Articles of Organization for the following Limited Liability Company.

Hot Flixx L.L.C.

Also enclosed is a check in the amount of \$125.00 representing the fee to file these Articles.

Please return them to the Registered Agent as noted in the filing documents..

If you have any questions, please do not hesitate to call.

Very truly yours,

Oliver Harris
Oliver Harris

Enclosures

FILED
01 AUG 27 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$125



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 27, 2001

OLIVER HARRIS
2518 WILLOUGHBY BOULEVARD
STUART, FL 34994

SUBJECT: HOT FLIXX, LLC
Ref. Number: W01000019876

We have received your document for HOT FLIXX, 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):

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.

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 301A00048746

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is: *HOT FLIXX, L.L.C*

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
P.O. Box 185 Addison TX 75001, 4159 Billy Mitchell Dr., Addison TX 75001

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: *One Hundred Years; It shall begin its existence on August 27, 2001*

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the Managers/Members are:

*HBR Ltd., a Texas Limited Partnership (74%)
4159 Billy Mitchell Dr.
Addison TX 75001*

*LSMT, LLC (1%)
A Texas Limited Liability Company
4159 Billy Mitchell Dr.
Addison TX 75001*

*Mordecai Benowitz (25%)
AVW
4500 B North Powerline Rd.
Pompano Beach, Florida 33073*

ARTICLE V - Admission of Additional Members:

Additional members may be admitted: *No new members may be admitted without the unanimous agreement of all members. If all members consent to the admission of a new member, the new member must agree to be bound by all terms of the regulations between the members.*

ARTICLE VI - Members Rights to Continue Business:

The rights of the members to continue the business and the occurrence of events which will terminate the continued membership of a member: *On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the company shall continue and the occurrence of such an event does not terminate the company.*

01 AUG 27 PM 3:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Registered Agent; Registered Office & Registered Agent's Signature

The Name and the Florida street address of the registered agent are:

Mordecai Benowitz
4500 B North Powerline Rd.
Pompano Beach, FL 33073

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 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 as provided for in Chapter 608 F.S.



Signature of Authorized Representative of Members

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MORDECAI BENOWITZ
(Typed or printed name of Signer)

I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT, and I am familiar with and accept the obligations of this position under Chapter 608, Florida Statutes



Mordecai Benowitz
REGISTERED OFFICE : 4500 B North Powerline Road, Pompano Beach, Florida 33073