

LO10000020490

**ROBINSON AND MARKS,
P.A.**

Attorneys and Counsellors at Law

1590 NE 162nd Street, Suite 200
North Miami Beach, Florida 33162
Phone:(305) 949-5880 * Fax:(305) 949-7323

Paul J. Robinson, Esq.
Jonathon Jay Marks, Esq.

11/26

\$160⁰⁰

00789-01122-02827-00676-00671

Monday, November 05, 2001

W01-26306

700004676677--3
-11/13/01--01064--004
*****155.00 *****155.00

State of Florida
Department of State
New Corporation Filing Division
409 East Gaines
Tallahassee, Florida 32399

MMH

Re: **GREGOIRE, LLC**

700004676677--3
-11/28/01--01005--001
*****5.00 *****5.00

Dear Filing Officer:

Enclosed are an original and one copy of the Articles of Organization and Registered Agent Certificate for **Gregoire, LLC**, a new Florida limited liability company. Please file the original in your offices and return to this office one certified copy and a Certificate of Status.

Please contact the undersigned attorney if there are any questions in this matter.

A check in the amount of \$155.00 covering the various fees in connection herewith is enclosed.

Very truly yours

PAUL J. ROBINSON, Esq.

enclosures as stated

01 NOV 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 2001

PAUL J. ROBINSON, ESQ.
ROBINSON AND MARKS
1590 NE 162ND STREET, SUITE 200
NORTH MIAMI BEACH, FL 33162

SUBJECT: GREGOIRE, LLC
Ref. Number: W01000026306

We have received your document for GREGOIRE, LLC and your check(s) totaling \$155.00. 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.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$5.00.

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: 801A00061695



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 2001

PAUL J. ROBINSON, ESQ.
ROBINSON AND MARKS
1590 NE 162ND STREET, SUITE 200
NORTH MIAMI BEACH, FL 33162

SUBJECT: GREGOIRE, LLC
Ref. Number: W01000026306

We have received your document for GREGOIRE, LLC and your check(s) totaling \$155.00. 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.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$5.00.

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: 801A00061695

ARTICLES OF ORGANIZATION OF
GREGOIRE, LLC

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be GREGOIRE, LLC, and its principal office shall be located at 14750 Biscayne Boulevard, North Miami Beach, Florida 33181, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

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 with which the limited liability 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

01 NOV 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C.A. *[Signature]*

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.

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.

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 III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

C.A. M

ARTICLE IV.

MANAGEMENT and OFFICIAL MAILING ADDRESS

This limited liability company shall be managed by two (2) managers, whose names and addresses are as follows:

Charles Akiba, of 14750 Biscayne Boulevard, North Miami Beach, Florida 33181;

Bernard Incorvaia, of 14750 Biscayne Boulevard, North Miami Beach, Florida 3318.

Official mailing address is: Gregoire, LLC, at 14750 Biscayne Boulevard, North Miami Beach, Florida 33181.

ARTICLE V.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions and additional contributions will be made as required for investment purposes, as determined by consent of the majority of the voting interests of the members. Members will make contributions in shares equal to its membership interest in the limited liability company.

ARTICLE VII.

PROFITS AND LOSSES

(a). *Profit Sharing*. The members shall be entitled to the net profits arising from the

C. A. M

operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the limited liability company, which membership interest will be determined pursuant to the regulations adopted by the members.

(b). *Losses*. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII.

DURATION

The period of duration of the limited liability company shall be perpetual, and the limited liability company shall be in existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162, and the name of the company's initial registered agent at that address is Paul J. Robinson, Esq., Robinson and Marks, P.A.

The undersigned, being the original members of the limited liability company, hereby certify that this instrument constitutes the proposed Articles of Organization of GREGOIRE, LLC.

Executed by the undersigned in North Miami Beach, Florida on the 7th day of November 2001.


CHARLES AKIBA, Member


BERNARD INCORVAIA, Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
GREGOIRE, LLC

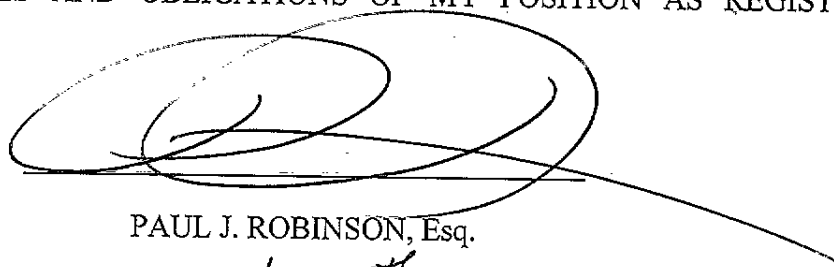
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED IN FLORIDA:

1. The name of the limited liability company is GREGOIRE, LLC.
2. The name and address of the registered agent and office is:

Paul J. Robinson, Esq., Robinson and Marks, P.A.,

1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162.

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



PAUL J. ROBINSON, Esq.

November 7th, 2001