

# L020000000173

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A FANTASMIC BASKET CO., LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

Examiner's Initials

1-3-02

**ARTICLES OF ORGANIZATION  
OF  
A FANTASMIC BASKET CO., LLC**

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

**ARTICLE I. NAME**

The name of the limited liability company shall be A Fantasmic Basket Co., LLC (the "Company").

**ARTICLE II. ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be  
14041 SW 8th Terrace, Miami, FL 33184.

**ARTICLE III. PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Madeleine Hernandez, 471 S.W. 120th Avenue, Miami, Florida 33184.

**ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall be permitted to make additional capital contributions to the Company upon the unanimous consent of all of the members.

**ARTICLE VI. PROFITS AND LOSSES**

Profits and losses shall be allocated to the members in proportion to their respective, then existing, non-returned, contributed capital. A member's interest in the Company shall be personal property.

**ARTICLE VII. CAPITAL ACCOUNTS**

An account representing the contributions to capital made by each of the members shall be maintained by the Company. The capital account of each member shall equal that member's initial contribution to capital, additional contributions to capital if any, and that amount of profits allocated to such member, less the amount of losses, deductions, and credits allocated to that member and less all amounts distributed to that member. Loans shall not be considered a contribution to capital. No

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member shall have the right to demand or to receive the return of any or all of any part of its capital account in this Company, except as otherwise provided in these Articles or by the law of the State of Florida. No member shall have the right to demand or to receive property, other than cash, in return for the contribution to capital of such Member to this Company.

#### ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company without the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in 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 of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE IX. MANAGEMENT

The Company shall be manager-managed. The manager may adopt and approve an Operating Agreement which may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

The name and address of the initial managers of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

Yvonne M. Dacal, 18100 S.W. 153rd Court, Miami, Florida 33187.

Madeleine Hernandez, 471 S.W. 120th Avenue, Miami, Florida 33184.

#### ARTICLE X. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 2nd day of January, 2002.



Yvonne M. Dacal,  
Authorized Representative

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of A Fantasmic Basket Co., LLC 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 applicable Florida laws relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as Registered Agent as provided in Chapter 608 of the Florida Revised Statutes.

By: Madeleine Hernandez  
Madeleine Hernandez

Dated: January 2, 2002

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