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ACCOUNT NO. : 072100000032

REFERENCE : 689611 7116497

AUTHORIZATION :

*Patricia P.*

COST LIMIT : \$ 155.00

ORDER DATE : January 14, 2002

ORDER TIME : 10:25 AM

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ORDER NO. : 689611-005

CUSTOMER NO: 7116497

CUSTOMER: Ms. Janet Suarez  
Megias Mccabe & Samiljan

Suite 3c  
2135 South Congress Avenue  
West Palm Beach, FL 33406

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DOMESTIC FILING

NAME: AFRICAN ARTS OF WEST PALM  
BEACH, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156  
EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*UB*  
1-14-02

**ARTICLES OF ORGANIZATION  
OF  
AFRICAN ARTS OF WEST PALM BEACH, 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 AFRICAN ARTS OF WEST PALM BEACH, L.L.C., ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is PROFESSIONAL ARTS BUILDING, 312 SOUTH DIXIE HIGHWAY, WEST PALM BEACH, FLORIDA 33401

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Morris Campbell, Jr., Professional Arts Building, 312 South Dixie Highway, West Palm Beach, Florida 33401.

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## 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".

## ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

## ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 a majority vote of the remaining members.

## ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may

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contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

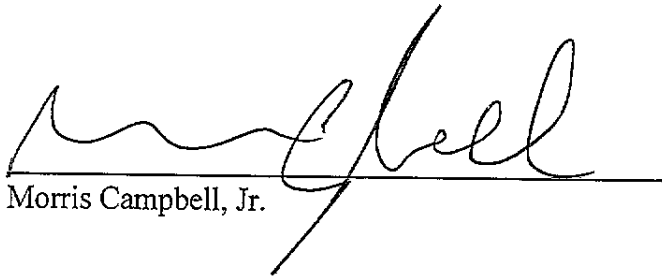
NAME

Morris Campbell, Jr.

ADDRESS

213 West 139<sup>th</sup> Street, Suite 2-F, New York,  
New York, 10030

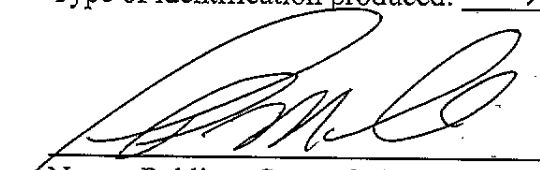
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at West Palm Beach, Florida, on January 9, 2002.

  
Morris Campbell, Jr.

STATE OF FLORIDA  
COUNTY OF Palm Beach

Sworn to and subscribed before me this January 9, 2002, by, Morris Campbell, Jr., who is personally known to me OR ☒ produced identification.

Type of identification produced: N.Y. D.C.

  
Notary Public -- State of Florida



Timothy P. McCabe  
Commission # CG 882031  
Expires Oct. 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, AFRICAN ARTS OF WEST PALM BEACH, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is AFRICAN ARTS OF WEST PALM BEACH, L.L.C.

2. The name and address of the registered agent in Florida are:

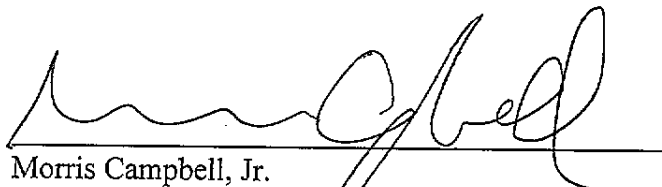
Morris Campbell, Jr.

Professional Arts Building

312 South Dixie Highway

West Palm Beach, Florida 33401

The undersigned, being the person named in the articles of organization of AFRICAN ARTS OF WEST PALM BEACH, 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 accepts the obligations of the position of registered agent.



Morris Campbell, Jr.  
Professional Arts Building  
312 South Dixie Highway  
West Palm Beach, Florida 33401

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