

Division of Corporations

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**LIMITED LIABILITY COMPANY**

**American Chair Exchange, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
AMERICAN CHAIR EXCHANGE, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a Member or authorized representative of a Member of AMERICAN CHAIR EXCHANGE, LLC under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby adopts the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be AMERICAN CHAIR EXCHANGE, LLC ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is 2537 NW 63<sup>rd</sup> Lane, Boca Raton, Florida 33496.

**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 as 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 street address of the company's registered office shall be c/o Newman, Pollock & Klein, LLP, 2101 NW Corporate Blvd., Suite 414, Boca Raton, Florida 33431, and the name of the registered agent for the company at that address shall be Jeffrey G. Klein.

**ARTICLE V -- ORGANIZER**

The name and street address of the organizer to these Articles of Organization are: Jeffrey G. Klein, 2101 NW Corporate Blvd., Suite 414, Boca Raton, Florida 33431.

**ARTICLE VI -- PURPOSE AND POWERS**

This company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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**ARTICLE VII – 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 VIII – 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 such 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 IX – DISSOLUTION**

Pursuant to Florida Statutes section 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company.

**ARTICLE X – 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 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 addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
David New	2537 NW 63 <sup>rd</sup> Lane, Boca Raton, Florida 33496
Jerry New	2537 NW 63 <sup>rd</sup> Lane, Boca Raton, Florida 33496.

**ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by a vote of the members who own at least a majority of the outstanding Units.

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**ARTICLE XII - RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization at Boca Raton, Florida, on this 4<sup>th</sup> day of February, 2002.

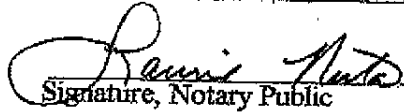
ORGANIZER:

By:   
Name: Jeffrey G. Klein

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STATE OF FLORIDA }  
COUNTY OF PALM BEACH } ss.:

Acknowledged, sworn to and subscribed before me this 4<sup>th</sup> day of February, 2002, by Jeffrey G. Klein who is personally known to me or who has produced Driver's license as identification.

  
Signature, Notary Public

Printed Name: LAURIE Nuta  
My Commission Expires: 8/26/2005

[SEAL]



