

Mimi Lee **L02000009900**

757 SW 82nd St. Apt. F212
Miami, FL 33143
(305) 740-9733

April 17, 2002

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800005314298--2
-04/22/02--01094--021
****160.00 ****160.00

To Whom It May Concern:

Please register the enclosed Articles of Organization for a Florida Limited Liability Company pursuant to Chapter 608 of the Florida Statutes. Enclosed is a check for the following services:

\$100 Filing fee for Articles of Organization
\$25 Designation of Registered Agent
\$30 Certified Copy
\$5 Certificate of Status
Total: **\$160.00**

Below is the pertinent information for the registration:

Name of LLC: Mimi Lee Designs, LLC

Name of Registered Agent: Mei-Chun Mimi Lee

Address: 7570 SW 82nd St. Apt. F212
Miami, FL 33143

Phone: (305) 740-9733

Sincerely,

Mimi Lee

Mimi Lee
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 22 PM 1:01

FILED

L02-9900
qr

ARTICLES OF ORGANIZATION OR FLORIDA LIMITED LIABILITY COMPANY

Mimi Lee Designs, LLC

I, the undersigned natural person am eighteen years of age or older. I am acting in the capacity as an organizer of a limited liability company pursuant to the Florida Limited Liability Company Act. I hereby adopt the following Articles of Organization for a limited liability company.

ARTICLE I. NAME

- 1.1 The name of the Limited Liability Company is:
Mimi Lee Designs, LLC

ARTICLE II. ADDRESS

- 2.1 The mailing address and the street address of the principal office of the limited liability company is:
7570 SW 82nd St. Apt. F212
Miami, FL 33143

ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:

- 3.1 The name and the Florida street address of the registered agent are:
Mei-Chun Mimi Lee
7570 SW 82nd St. Apt. F212
Miami, FL 33143

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 his capacity. I further agree to comply with the provisions of all statutes relating to the power 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.



Registered Agent's Signature

ARTICLE IV. MANAGEMENT:

- 4.1 The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.
- 4.2 The Names, addresses, and signatures of the persons who are to serve as managers until the first annual meeting of its members or until successors are elected and qualified are:
Mei-Chun Mimi Lee
7570 SW 82nd St. Apt. F212
Miami, FL 33143

Steven Schreiber
7601 East Treasure Dr. Apt. 2003
North Bay Village, FL 33141

ARTICLE V. DURATION:

- 5.1 The period of duration is perpetual unless the company dissolves in accordance with its regulations or by a law stating the maximum time so allowed, whichever time is greater.

ARTICLE VI. PURPOSES:

FILED
02 APR 22 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 6.1 The purpose for which this limited liability company is organized is to transact any or all lawful business for which limited liability companies may be organized for under laws of Florida including but not limited to the following:
- a. To carry on any business or any other legal or lawful activity allowed by law.
 - b. To acquire, own, use, convey and otherwise dispose of and deal in real or personal property or any interest therein.
 - c. To manufacture, buy, sell and generally deal in goods, wares and merchandise of every class and description, both real and personal and tangible.
 - d. To buy, rent, sell, manufacture, produce, assemble, distribute, repair and service any and all products or services in which the company desires to engage.
 - e. To do such other things as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed.
 - f. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company
- 6.2 The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner, the powers hereafter conferred on this limited liability company by the laws of the State of Florida.
- 6.3 The limited liability company may in its Regulations confer powers, not in conflict with law, upon its manager(s) and members in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE VII. ORGANIZER

- 7.1 The name and address of the organizer is:
Mei-Chun Mimi Lee
7570 SW 82nd St. Apt. F212
Miami, FL 33143

ARTICLE VIII. INDEMNIFICATION

- 8.1 The limited liability company shall indemnify every manager(s), his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party to by reason of having been a manager(s) of this limited liability company.
- 8.2 This indemnification is being given since the manager(s) will be requested to act by the limited liability company, for and on behalf of the limited liability company's benefit.
- 8.3 This indemnification shall not be exclusive of other rights to which the manager(s) may be entitled.
- 8.4 The manager(s) shall be entitled to the fullest indemnification allowed by the current law or as may be amended hereafter.

A Manager(s) shall be liable to limited liability company for the following actions :

- a. A breach of his or her duty of loyalty to the limited liability company, or its members.
- b. An act or omission taken in bad faith and constituting a breach of the Manager's duty to the limited liability company.

- c. To be liable hereunder the manager(s) must have acted in a grossly negligent, malicious or intentional manner as those terms are defined at law.
- d. A transaction in which the manager benefits to the detriment of the limited liability company or its members.
- e. An action which the manager is liable at law for which an indemnification is not allowed.

ARTICLE IX. CAPITAL & ADDITIONAL MEMBERS

- 9.1 Initial capital:
 - a. The Limited Liability Company will not commence business until it has received \$125 for the issuance of its Certificates of Membership Interest consideration consisting of money, labor done, a promissory note, or property received.
- 9.2 Additional Capital:
 - a. Members shall not be required to make additional contributions to the capital of the company.
- 9.3 Additional members:
 - a. Additional members shall be admitted upon the written consent of all the members.

ARTICLE X. VOTING

- 10.1 The designated Registered Agent shall maintain 51% of the voting rights of the company, unless this provision is amended by a unanimous decision of the members

ARTICLE XI. INITIAL REGULATIONS

- 11.1 The initial Regulations will be adopted by the Managers.
- 11.2 The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Managers, subject to repeal or change by action of the Members.

ARTICLE XII. MAJORITY VOTING

- 12.1 With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

ARTICLE XIII. COMPANY ACTIONS

- 13.1 Any action required by the Florida Limited Liability Company Act, and any amendments thereto, shall be taken at any annual or special meeting of Members of the Limited Liability Company.
- 13.2 Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.
- 13.3 Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the

02 APR 22 PM 1:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

- 13.4 Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE XIV. RESTRICTIONS ON ITS TRANSFERABILITY

- 14.1 The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Regulations of the Limited Liability Company, which Regulations will be kept with the records of the Limited Liability Company.
- 14.2 The Limited Liability Company will provide a copy of the Regulations without charge to any record holder of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

ARTICLE XV. CONTINUITY OF BUSINESS

- 15.1 All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdraw of a member.

ARTICLE XVI. PROFIT ALLOCATION

- 16.1 The annual profits and losses shall be allocated according to the following policy calculated on the last day of the fiscal year:
- a. Twenty-five percent (25%) of the profit/loss will be allocated to the members on a pro-rata basis of the total hours contributed to the operations by owners.
 - b. Seventy-five percent (75%) of the profit/loss will be distributed to the owners on a pro rata basis determined by the proportion of total capital in the limited liability company
 - c. The total capital in the company for the use of profit/loss allocation will be determined by a weighted average of the total capital held by each member on the last day of the fiscal quarter.
- 16.2 The profit allocation may be amended by a unanimous decision by the members.

Signature of members at the commencement of Mimi Lee Designs, LLC

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

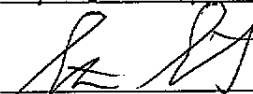


Signature

Meichun Mimi Lee

4/17/02

Date



Signature

Steven Schreiber

4/17/02

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 22 PM 1:01

FILED