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**Florida Department of State**

**Division of Corporations**

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**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**02 APR 30 AM 10:35**

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**To:**

**Division of Corporations  
Fax Number : (850) 205-0383**

**From:**

**Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696**

**DIVISION OF CORPORATION**

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**LIMITED LIABILITY COMPANY**

**MOE'S COMPANY, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

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**Articles Of Organization**

⑤

of

**Moe's Company, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is Moe's Company, LLC.

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

**Article III**  
**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** Moe's Company, LLC is authorized to issue units of equity ownership.

**Section B. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 2900 S.W. 28th Terrace-Grove Plaza 2nd Floor, Miami, Florida 33133, and the name of its initial Registered Agent at such address is Neal S. Litman, P.A.

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TALLAHASSEE FLORIDA

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 12330 S.W. 96th Street, Miami, Florida 33186.

**Article VI**  
**Organizer**

The name and address of the organizer is:

Neal S. Litman  
2900 S.W. 28th Terrace-Grove Plaza 2nd Floor  
Miami, Florida 33133

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

**Office**

**Name and Address**

Member-Manager

Moe M. Hakssa  
12330 S.W. 96th Street  
Miami, Florida 33186

**Article IX**  
**Indemnification**

The Company shall indemnify any Member, Manager and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses

(including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Member-Manager in the event of (i) a breach of such Member, Manager and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Member-Manager derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.


The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

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

Signature of member or authorized representative of member.

Dated April 29 2002.

Neal S. Litman, P.A.

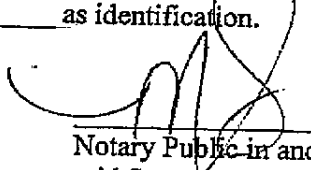
  
Neal S. Litman  
President

State of Florida

County of Miami-Dade

)  
) ss.  
)

The foregoing instrument was acknowledged before me this April 29, 2002 by Neal S. Litman, President of Neal S. Litman, P.A., who is personally known to me or who has produced personally as identification.

  
Notary Public in and for  
said State  
Serial number: \_\_\_\_\_

**MARISOL L. GONZALEZ**

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

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the certificate. I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the revisions of all statutes relating to the proper 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.

NEAL S. LITMAN, P.A.

Witness

MARISOL L. GONZALEZ

Neal S. Litman, President

Witness

Mark H. Landin

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