

# LO2000013343

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## LIMITED LIABILITY COMPANY

gafri audio/video systems, llc

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 30, 2002

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SUBJECT: GAFRI AUDIO/VIDEO SYSTEMS, LLC  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles must be signed by a member or an authorized representative of a member. The articles are signed by the organizer. Please amend the document.

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Trevor Brumbley  
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ARTICLES OF ORGANIZATION  
OF

**GAFRI AUDIO/VIDEO SYSTEMS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make acknowledge, and file the following Articles of Organization.

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**ARTICLE I  
NAME**

The name of the limited liability company shall be GAFRI AUDIO/VIDEO SYSTEMS, LLC ("Company"). The principal place of business and the mailing address of the Company in Florida shall be 909 N. W. 110th Terrace, Plantation, Florida 33324.

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III  
PURPOSE AND POWERS**

The general purpose for which the Company is organized is engage in the sale optical goods and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Steven M. Singer, Esquire, 88 Northeast 168th Street, North Miami Beach, Florida 33162

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

**ARTICLE V  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

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**ARTICLE VI  
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VII  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members, or upon a vote of a majority of the membership.

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**ARTICLE VIII  
MANAGEMENT (MANAGEMENT BY MEMBERS)**

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>
Raanan Gafri	69 Hamalahim St. Rishon Lesion Israel 75528
Alon Lifshitz Audio, Ltd.	85 Medinat Hayehudim Street. Herzliya, Israel

IN WITNESS WHEREOF, the undersigned <sup>member has</sup> ~~organizers have~~ made and subscribed these Articles of Organization at North Miami Beach, Florida for the forgoing uses and purposes this 29 day of May, 2002

\_\_\_\_\_  
Raanan Gafri

STATE OF FLORIDA :  
SS  
COUNTY OF Miami-Dade :

The foregoing instrument was acknowledged before me this 29 day of May, 2002, by Raanan Gafri, who is personally known to me or who has produced his passport as identification and who did take an oath.



*[Signature]*  
\_\_\_\_\_  
Notary Public  
Print: V. Dezi  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of GAFFRI AUDIO/VIDEO SYSTEMS, LLC as the registered agent of the this limited liability company hereby consents to his appointment as registered agent of the Company.

*[Signature]*  
\_\_\_\_\_  
Steven M. Singer, Esq.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GAFRI AUDIO/VIDEO SYSTEMS, LLC.

2. The name and address of the registered agent and office is:

Steven M. Singer, Esquire  
Name

88 Northeast 168th Street  
Address (P. O. Box not available)

North Miami Beach, Florida 33162  
City/State/Zip

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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 this capacity. I further agree to comply with the provisions 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.

  
(Signature) Steven M. Singer

5/29/02  
(Date)

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