

L02000015077

Barry E. Hughes

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2002 JUN 17 AM 11:50
FACSIMILE
(386) 322-2564
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 28, 2002

Via Federal Express

Corporate Records Bureau
Division of Corporation
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100005637921--6
-05/29/02--01051--009
****133.75 ****133.75

Re: Discovery Art International, L.L.C.

100005637921--6
-06/18/02--01019--017
*****21.25 *****21.25

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization of DISCOVERY ART INTERNATIONAL, L.L.C. to be registered as a Florida limited liability company. Please issue the Certificate of a new limited liability company and return the same to my office together with a certified copy of the Articles. I have enclosed a check in the sum of \$133.75 which represents a filing fee of \$100.00, a registered agent fee of \$25.00 and \$8.75 for certification.

I appreciate your cooperation and prompt attention to this matter. Should you have any questions or require further information, please do not hesitate to contact his office.

Very truly yours,

BARRY E. HUGHES
BEH/lmh

Encl.

W02-16181
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J. BRYAN JUN 18 2002

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June 12, 2002

Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Discovery Art International

Dear Sir/Madam:

I enclose herein a copy of your letter dated June 4, 2002 for purposes of identification, together with my check in the amount of \$21.25 to cover the filing fees regarding the above matter. Please file the document which you have in your possession.

Please call this office if you should have any questions. Thank you for all courtesies extended herein.

Sincerely yours,

BARRY E. HUGHES, ESQUIRE

By:

Sandy Concepción

Legal Secretary to Mr. Hughes

BEH/smc/cc

Enclosures (as hereinabove mentioned)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 4, 2002

BARRY E. HUGHES
2001 S. RIDGEWOOD AVE.
SOUTH DAYTONA, FL 32119

SUBJECT: DISCOVERY ART INTERNATIONAL, L.L.C.
Ref. Number: W02000016181

We have received your document for DISCOVERY ART INTERNATIONAL, L.L.C. and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$21.25.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 102A00036150

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
DISCOVERY ART INTERNATIONAL, L.L.C.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization.

ARTICLE I

The name of this limited liability company is DISCOVERY ART INTERNATIONAL, L.L.C., with its principal office located at 5431 Ward Lake Drive, Port Orange, Florida 32127.

ARTICLE II

This company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE III

The general nature of the business to be transacted by this limited liability company is as follows:

- (a). To transact any and all lawful business for which companies may be organized under the laws of the State of Florida.
- (b). To design, manufacture, buy and sell, import and generally deal in artwork, hand carved exotic woods, reproductions, and all other related items, and to generally conduct the business of importing all such items into the United States for retail and wholesale distribution.
- (c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.
- (d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.
- (e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.
- (f). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the limited liability company may determine, issue its notes, bonds,

and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(g). To lend money for its business purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(j). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(k). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(l). To have, exercise and enjoy all of the rights and privileges of limited liability companies for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the company.

ARTICLE IV

The mailing address of the principal office of this company is 5431 Ward Lake Drive, Port Orange, Florida 32127 and the name of the registered agent of this of this company is Barry E. Hughes, 2001 South Ridgewood Avenue, South Daytona, Florida 32119.

ARTICLE V

This limited liability company shall be managed by three (3) managers. The names and addresses of the managers who shall serve until the first annual meeting of the members or until their successors are appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael DallaRosa	819 Hail Court Port Orange, Florida 32127
Nghiep Pham	6925 Twin Ponds Drive Plano, Texas 75047

Ngan Tra

1645 Dunlawton Ave.
Port Orange, Florida 32127

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TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the members executing these Articles of Organization

are:

NAME

ADDRESS

Michael DallaRosa

819 Hail Court
Port Orange, Florida 32127

ARTICLE VII

Members of the company may participate in regular and special meetings of the Board of Members by means of conference telephone as provided by law.

ARTICLE VIII

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the members entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 28th day of May, 2002.

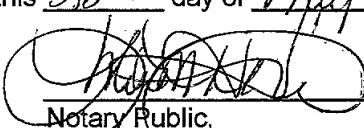

MICHAEL DALLAROSA

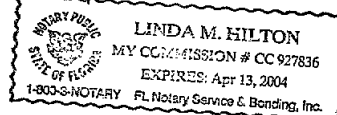
STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHAEL DALLAROSA known to me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that they executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 28th day of May, 2002.


Notary Public,
My Commission Expires:



Pursuant to Chapter 608.415 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Organization for DISCOVERY ART INTERNATIONAL, L.L.C., with an office at 2001 S. Ridgewood Avenue, South Daytona, Florida 32119 therefore to act as Registered Agent and is familiar with and accepts the obligations imposed pursuant to the provisions of said Statute.



BARRY E. HUGHES

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TALLAHASSEE, FLORIDA