

MAY-08-2008 12:07

KRAMER GREEN

9549811605

P.01/04

L02000018886

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000124481 3)))



H080001244813ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

L. SELLERS

To:

Division of Corporations
Fax Number : (850) 617-6383

MAY - 9 2008

EXAMINER

From:

Account Name : KRAMER, GREEN, ZUCKERMAN, GREENE & BUCHSBAUM, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

RTA PRODUCTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY - 8 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY - 8 AM 8:43

(((H08000124481 3)))

**ARTICLES OF AMENDMENT TO ARTICLES
OF ORGANIZATION FOR
RTA PRODUCTS LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization for **RTA PRODUCTS LLC**, which were originally filed with the Florida Secretary of State on July 26, 2002, are restated in their entirety to read as follows:

***ARTICLE I - NAME**

The name of the Limited Liability Company is **RTA PRODUCTS LLC**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: **c/o Victor Dickstein, 3900 Executive Way, Miramar, FL 33025.**

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 1,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of three (3) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

(((H08000124481 3)))

2008 MAY -08 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(((H08000124481 3)))

Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Gabriel Dickstein
3900 Executive Way
Miramar, FL 33025

Victor Dickstein
3800 Executive Way
Miramar, FL 33025

Bryan Sterental
3900 Executive Way
Miramar, FL 33025

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning ninety percent (90%) of the outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning ninety percent (90%) of the outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning ninety percent (90%) of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

ARTICLE VIII - WITHDRAWAL; RETURN OF CAPITAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the consent of ninety percent (90%) of the members in interest. Likewise, there shall be no return of all or a portion of the contributed capital without the consent of ninety percent (90%) of the Members in interest.

(((H08000124481 3)))

2008 MAY -8 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(((H08000124481 3)))

ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and ninety percent (90%) of the members in interest may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and ninety percent (90%) of the members in interest consent otherwise.

ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

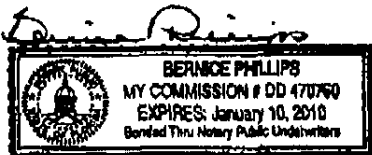
ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Ninety percent (90%) of the members in interest may consent to an amendment to the Articles of Organization.

ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law."

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 30 day of April, 2008.




VICTOR DICKSTEIN, Authorized representative
of the members of the Limited Liability Company

(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.)

K:\BOB\RTA Products LLC\Articles of Organization.wpd

(((H08000124481 3)))

FILED
2008 MAY - 8 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA