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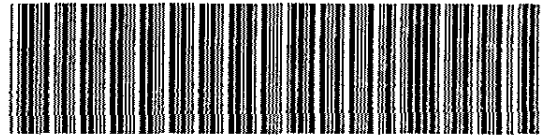
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TALLAHASSEE, FLORIDA

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Secretary of State of Florida
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

January 5, 2005

Re: Soho, LLC
Document No: L02000019246

Dear Sir or Madam:

Enclosed you will find Amended and Restated Articles of Organization of Soho, LLC, copy of Amended and Restated Articles, self-addressed stamped envelope, and my check for \$25.00 representing the costs of the filing of the Amendment.

Upon receipt of the instant correspondence, please provide us with a stamped copy of the filed Amended and Restated Articles.

Thank you in advance for your prompt attention and cooperation in this matter.

Sincerely,

H.D.R.

Harvey D. Rogers, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HDR/jg
Enclosure

Signed in absence of
Harvey D. Rogers, Esq.
to expedite delivery

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOHO, LLC**

This *Amended and Restated Articles of Organization of Soho, LLC*, duly executed and filed pursuant to Section 608.411, Florida Statutes, is to be effective upon filing and is a Restatement and in part an Amendment of the Articles of Organization of Grove By The Bay Limited Liability Company, filed initially with the Department of State of the State of Florida on July 30, 2002.

ARTICLE I
(Name of Company)

The name of this Limited Liability Company is: *Soho, LLC*, hereinafter referred to as the "Company".

ARTICLE II
(Authorized Activity)

This Company is organized under provisions of Chapter 608, Florida Statutes, for the purpose of transacting and to engage in any activity or business specifically permitted under the Laws of the State of Florida and The United States of America.

ARTICLE III
(Duration of Company)

The duration of this Company shall be perpetual.

ARTICLE IV
(Address of Company and Resident Agent)

The principal office, mailing address and registered office of the Company, until such time the same is changed and amended is: 3120 Pine Tree Drive Miami Beach, Florida 33140, and the initial name of the Registered Agent of the Company, at the above address is: *Adrian N. Green*.

Having been named as registered agent 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 the 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 as provided in Chapter 608, Florida Statutes.

Adrian N. Green

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ARTICLE V

(Amendment to Articles and Operating Agreement)

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act as provided in Chapter 608, Florida Statutes and its amendments. Members by a prorata vote of a majority of the percentage of ownership, shall have the power to adopt, alter, amend, repeal or dissolve the Articles of Organization and the Operating Agreement of this Company in compliance with the Florida Limited Liability Company Act.

ARTICLE VI

(Operating Agreement Established)

Upon execution hereof, the Members of the Company have adopted an Operating Agreement relating to their agreement for regulations in the operation, management and continuation of the business and the affairs of this Company which are not inconsistent with these Articles of Organization of the Company or applicable provisions of Federal or State laws.

ARTICLE VII

(Management of Company Business)

All company powers and business affairs of the Company shall be managed under the direction of, and by a majority of a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority vote of its Members. The names and address(s) of the managing Members are:

- 1. *Adrian N. Green:* 3120 Pine Tree Drive Miami Beach, Florida 33140.

- 2. *Yves R. Barroukh:* 3120 Pine Tree Drive Miami Beach, Florida 33140.

ARTICLE VIII

(Transfer and Admission of Additional Members)

This Company shall initially have two (2) Members, the number of which may be increased or decreased from time to time, but shall never be less than two (2) Members. Members have the right to admit other members in compliance with the Operating Agreement and regulations adopted and the terms and conditions therein set forth. However, unless amended, the Members by a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority of its Members, may admit new Members.

A Member's interest in this Company may be transferred with the written consent of majority of the prorata vote of the percentage of ownership of the Members if the transferee intends to become a Member. Without written consent, if a transfer is effectuated, a transferee shall not be entitled to become a Member or participate in the management of the Company, but shall be entitled to a share of the profits or other compensation or return of contributions to which the transferor may have otherwise be entitled.

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ARTICLE IX
(Member's Meetings)

Annual meetings of the Members shall be held on the first Tuesday of February of each year without call or notice at the Company's Registered Office, at 2:00 P.M., or if other wise noticed, at such times and places selected by the majority vote of the percentage of ownership of the Members. Special meetings may be called by a Member in accordance with the Operating Agreement and regulations promulgated therein or at any time after giving 5 days written notice to the other Members of the date, time, and the purposes of the meeting. During any meeting, annual or special, minutes shall be kept and maintained by the Company.

ARTICLE X
(Continuation of Business)

Members of the Company shall have the right to continue business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company as provided in the Operating Agreement of the Company and by the substitution of a new Member, if statutorily required by the remaining Member or Members by a prorata majority vote of the percentage of the ownership interest in the Company. However, at no time shall the Company have less than two (2) Members.

ARTICLE XI
(Contribution of Capital)

The initial capital cash contribution, or other identified contributions in kind, with the agreed upon cash valuation of the non-cash items to this Limited Liability Company, shall consist of the following Capital Contributions valuations and the relative percentage of contribution determining ownership interest of the following Members:

<u>Name of Member</u>	<u>Contribution</u>	<u>Percentage</u>
1. <i>Adrian N. Green</i>	\$ 500.00	50%
2. <i>Yves R. Barroukh</i>	\$ 500.00	50%

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. Contributions of capital shall be paid within 15 days after the filing of the Articles of Organization with the Department of State of Florida.

Additional contributions to equity in the Company, or loans made to the Company, shall be made or determined required, from time to time, based upon the needs of the Company as determined by its Members in conformity with the Operating Agreement.

ARTICLE XII
(Division of Profits and Losses)

Members shall be entitled to the net profits arising from the operation of the Company's business according to the Member's prorata interest share in the Company. Similarly, losses shall be passed through to each Member according to the Member's prorata interest share in the Company.

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