

# L020000020002

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Account Name : OSSINSKY & CATHCART, P.A.  
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*W02-22698*

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## LIMITED LIABILITY COMPANY

VONSILVER MARTIAL ARTS ONE, L.L.C.

Certificate of Status	0
Certified Copy	1
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AUG-06-2002 16:07

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407 629 4429 P.02/07



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 6, 2002

OSSINSKY & CATHCART, P.A.

SUBJECT: VONSILVER MARIAL ARTS ONE, L.L.C.  
REF: W02000022698

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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
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\*It has been removed.

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**ARTICLES OF ORGANIZATION**  
**OF**  
**VONSILVER MARTIAL ARTS ONE, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

**ARTICLE I**  
**NAME**

The name of the limited liability company is VONSILVER MARTIAL ARTS ONE, L.L.C. (the "Company").

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Company is: 10153 University Blvd., Orlando, FL 32718.

**ARTICLE III**  
**DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2052.

**ARTICLE IV**  
**MANAGEMENT**

The Company will be managed by Managers. The initial Managers (the "Managers") of the Company will be:

Frank Silverman

9720 Covent Garden Drive  
Orlando, FL 32827

Sergio VonSchmiling

1680 Oakhurst Avenue  
Winter Park, FL 32789

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to the Company upon the approval of all Members.

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**ARTICLE VI  
REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VII  
TERMINATION OF MEMBERSHIP  
AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VIII  
PURPOSE**

The Company is organized solely to run a martial arts school and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

**ARTICLE IX  
TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

**ARTICLE X  
EFFECT OF BANKRUPTCY,  
DEATH OR INCOMPETENCE OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member will not cause the termination or dissolution of the Company and the business of the Company will continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member will have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Units (as defined in the

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Operating Agreement) will be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

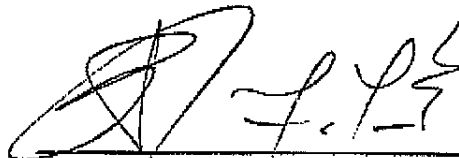
**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 210 N. Wymore Road, Winter Park, FL 32789, and the name of the initial registered agent of the Company at that address is Christopher C. Cathcart..

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19 day of June, 2002.



FRANK SILVERMAN, Member



SERGIO VONSCHMILG, Member

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STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to administer oaths, personally appeared SERGIO VONSCHMILING, who by me first being duly sworn, deposes and says that he/she has read the above and foregoing and that the facts as stated herein are true and correct, and who is personally known to me or has produced drivers license as identification.

Sworn to and subscribed before me this 26<sup>th</sup> day of July, 2002.

  
Print Name

Notary Public

My Commission Expires

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

Pursuant to the provisions of Section 608.415, *Florida Statutes*, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: VONSILVER MARTIAL ARTS ONE, L.L.C.
2. The name and the Florida street address of the registered agent and office are:


Christopher C. Cathcart  
210 N. Wymore Road  
Winter Park, FL 32789

  
FRANK SILVERMAN, Member

  
SERGIO VONSCHMILENG, Member

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.

Dated this 6 day of <sup>August</sup> ~~June~~, 2002.

  
CHRISTOPHER C. CATHCART