

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • (850) 224-0062 • Fax (850) 224-1227

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Hype South LLC

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- ____ Corp Record Search _____
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ARTICLES OF ORGANIZATION
OF
HYPE SOUTH, LLC, a Florida Limited Liability Company

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I:
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company is: **HYPE SOUTH, LLC.**

The mailing address and street address of the principal office of the limited liability company is: **20121 NE 16th Place, Miami, Florida 33179.** However, the limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II:
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business and businesses to be transacted, and to which the limited liability is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida and to do any and all things set forth in these articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out any or all of any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this agreement, develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or attainment of any of the objects, or furtherance of any of the powers set forth in these articles, either alone or in association with others incidental or pertaining to or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these articles shall be deemed or construed as authorized of permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not under Florida law, lawfully carry on, exercise, or do.

ARTICLE III: **EXERISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV: **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

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Neil Mergler
Michael Minor

20121 NE 16th Place, Miami, Florida 33179
20121 NE 16th Place, Miami, Florida 33189

ARTICLE V:
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the other members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI:
DURATION

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

ARTICLE VII:
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1801 West Avenue, Miami Beach, Miami-Dade County, Florida 33139 and the name of the company's initial registered agent at that address is Mark D. Press.


Having been named as registered agent and to accept service of process from the above stated limited liability company at the place designated in the 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 as provided for in Chapter 608, Florida Statutes.



MARK D. PRESS

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In accordance with §608.408(3), Fla. Stat., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



MARK D. PRESS, Authorized Representative
of this HYPE SOUTH, LLC

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