

LD3000012812

Florida Department of State
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Account Name : MORAN & SHAMS, P.A.
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DIVISION OF CORPORATIONS
FLORIDA

LIMITED LIABILITY AMENDMENT

ANAELLE & HUGO, L.L.C.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$25.00

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**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
OF
ANAELLE & HUGO, L.L.C.**

The undersigned subscriber to these Amended and Restated Articles of Organization, hereby amends and restates the Articles of Organization filed with the Secretary of State on April 9, 2003 and effective on April 9, 2003 under document number L03000012812, in their entirety, pursuant to Section 608.411, Florida Statutes as follows:

ARTICLE I - NAME

The name of this limited liability company is ANAELLE & HUGO, L.L.C. (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 3150 Stowe Street, Unit 105, Orlando, Florida 32835 and the name, mailing address and street address of the initial registered agent of the Company is Scott E. Johnson, Esquire, Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

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ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all Members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional Members may be admitted from time to time upon the written consent of all Members of the Company having among them eighty-five percent (85%) or more of the Ownership Ratio of all Members.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining Members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Jean-Philippe Simonet, who shall serve as Managing Director of the Company until and unless otherwise determined by all of the Members of the Company at any meeting of the Members or until their successors are elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The Members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all the Members of the Company having among them eighty-five percent (85%) or more of the Ownership Ratio of all Members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining Members of this limited liability company consent in writing to continue the Company.

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ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all the Members of the Company having among them eighty-five percent (85%) or more of the Ownership Ratio of all Members unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 6th day of August, 2003.

[Handwritten Signature]

Jean-Philippe Simonet, Managing Director and Authorized Representative

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 4th day of August 2003, by Jean-Philippe Simonet, who is personally known to me or who produced _____, as identification.

 Kristy N. Hall
MY COMMISSION # DD163780 EXPIRES
November 11, 2004
BONDED THRU TRICY FARR INSURANCE, INC.

Kristy N. Hall
Notary Public, State of Florida
My Commission Expires:

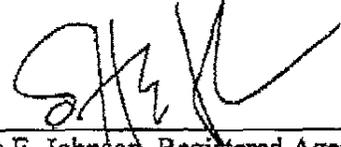
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**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE**

ANAELLE & HUGO, L.L.C.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.



Scott E. Johnson, Registered Agent

8/4/03

Date

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STATE OF FLORIDA

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