

# L030000019726

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To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

Effective Date  
5-30-03

SECRETARY OF STATE  
INITIALS/SEC. FLORIDA

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APPROVED  
AND  
FILED

**LIMITED LIABILITY COMPANY**

**The Compass Club LLC**

Certificate of Status	1
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Page Count	04
Estimated Charge	\$130.00

DIVISION OF CORPORATION

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
The Compass Club LLC

### Article II. Address

The Company's street and mailing address is:  
The Compass Club LLC  
40 26th Avenue  
Venice CA 90291

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

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Article V. Management

This will be a *manager-managed* company. The name and address of each manager is:

GRANT JOHNSON  
40 26th Avenue Venice CA 90291  
SEAN STALFORT  
40 26th Avenue Venice CA 90291  
J P WILLIAMSON  
40 26th Avenue Venice CA 90291  
MATTHEW PIEPENBURG  
40 26th Avenue Venice CA 90291

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Article VI. Company Existence

The Company's existence shall begin effective as of May 30, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on June 2, 2003.



CORPORATE CREATIONS INTERNATIONAL INC.

Kara Rosa, Vice President  
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

The Compass Club LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.  
by D. Stoutt as attorney-in-fact

Date: June 2, 2003

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

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