

# L03000029433

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000250269 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

03 AUG - 8 PM 4:26

RECEIVED  
AND  
FILED

SECRETARY OF STATE  
MAIL ROOM

RECEIVED

03 AUG - 8 PM 3:07

DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

msm investments llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

BBB

④

H03000250269

ARTICLES OF ORGANIZATION  
OF  
MSM INVESTMENTS LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of the limited liability company is MSM INVESTMENTS LLC
2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Mailing Address and Street Address.** The Company's mailing and street address is:  
36 N.E. 1<sup>st</sup> Street, Suite 701, Miami, FL 33132.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Eran Frai. The street address of the initial registered agent of the company is:  
36 N.E. 1<sup>st</sup> Street, Suite 701, Miami, FL 33132.
5. **Additional Members.** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

Prepared by: Richard Wasserstein

Wasserstein Law Building  
913 Normandy Drive (71 St. Street)  
Miami Beach, Florida 33141

SECRETARY OF STATE  
FALL WASSERSTEIN, FLORIDA

03 AUG - 8 PM 4: 26

FILED

H03000250269

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

7. Management of the Company. The managements of the limited liability company is reserved to the members. The followings persons will initially be the day-to-day managing members:

1. Eran Frai - Partner  
36 N.E. 1<sup>st</sup> Street, Suite 701  
Miami, FL 33132


2. Elizabeth Frai - Partner  
36 N.E. 1<sup>st</sup> Street, Suite 701  
Miami, FL 33132

8. Regulations. The members shall have the power to adopt, alter, amend, or repeals regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on August 8, 2003

  
\_\_\_\_\_  
Eran Frai  
Managing Partner

  
\_\_\_\_\_  
Elizabeth Frai  
Partner

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 AUG -8 PM 4:26

FILED

H030000250269

**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 in designation of the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is:

MSM INVESTMENTS LLC

2. The names and address of the Registered Agents and offices is:

Eran Frai  
36 N.E. 1<sup>st</sup> Street, Suite 701  
Miami, FL 33132

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 8<sup>th</sup> day of August 2003.

ERAN FRAI  
REGISTERED AGENT

APPROVED  
AND  
FILED  
03 AUG -8 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H030000250269