

10/13/2003 08:47 FAX

Division of Corporations

001

Page 1 of 1

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Florida Department of State  
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**LIMITED LIABILITY COMPANY**  
**BREAKOUT, L.L.C.**

Certificate of Status	0
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0002

P. 2

H03-295228

**ARTICLES OF ORGANIZATION  
OF  
BREAKOUT, L.L.C.**

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability Company shall be BREAKOUT, L.L.C., ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 4756 N. W. 167<sup>th</sup> Street, Miami, FL 33014.

**ARTICLE III - PURPOSE AND POWERS**

This corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**ARTICLE IV - DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

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P. 3

MO3-295228

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Emanuel J. McKenzie, 4756 N. W. 167<sup>th</sup> Street, Miami, FL 33014.

*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 as provided for in Chapter 608, F.S.*

E. J. McKenzie

Registered Agent's Signature

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The member, Kathy L. McKenzie, shall contribute 51% of the capital to the Company either as cash or property. The member, Emanuel J. McKenzie, shall contribute 49% of the capital to the Company either as cash or property.

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a

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P. 4

H03-295228

member in the Company, unless the business of the Company is continued by a majority vote of the remaining members.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are Kathy L. McKenzie, 4756 N. W. 167<sup>th</sup> Street, Miami, FL 33014, and Emanuel J. McKenzie, 4756 N. W. 167<sup>th</sup> Street, Miami, FL 33014.

E. J. McKenzie

Signature of a member or an authorized representative of a member.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at 4756 N. W. 167<sup>th</sup> Street, Miami, FL 33014, on October 8, 2003.

E. J. McKenzie

Emanuel J. McKenzie

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me this 15<sup>th</sup> day of October, 2003 by Emanuel J. McKenzie, who is ☒ personally known to me OR ☐ produced identification.

Type of identification produced: \_\_\_\_\_

[Signature]  
Notary Public -- State of Florida



Johnny Gaspard  
My Commission DD100091  
Expires March 30, 2007

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