

# L03000040958

Florida Department of State  
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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## LIMITED LIABILITY COMPANY

**the naked chicken, llc**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 23, 2003

EMPIRE

SUBJECT: THE NAKED CHICKEN, LLC  
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**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
**THE NAKED CHICKEN, LLC**

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company is:  
  
THE NAKED CHICKEN, LLC

**ARTICLE II**  
**DURATION**

This Company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

This company, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**COMPANY MANAGEMENT**

The company will be formed with two Managers and each Manager will have a fifty (50) percent ownership interest in the Company. This 50 percent interest shall be considered a 50 percent voting interest as well.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

This Company's initial Registered Agent and Registered Office in the State of Florida shall be:

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REGISTERED AGENT

Joseph C. Frechette, Jr.

ADDRESS OF INITIAL REGISTERED  
OFFICE

10800 Biscayne Blvd., Suite 620  
North Miami, Florida 33161

**ARTICLE VI**  
BOARD

The number of Managers may be altered from time to time by the By-Laws adopted by the Company. However, the company shall have no less than (1) Manager at any time. The Company shall have Two Managers initially. Each Manager shall have a 50% ownership interest and voting interest in the Company.

**ARTICLE VII**  
INITIAL MANAGERS

The name and post office address of the Managers are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
MGR	Rafael Manzano, Jr.	416 S. W 4 <sup>th</sup> Terrace Hallandale Beach, FL 33009
MGR	Pedro B. Flores	17650 N. W. 73 <sup>rd</sup> Ave., Apt 207 Miami, FL 33015

Both Managers shall hold office until the first annual meeting of the Company.

**ARTICLE VIII**  
DEADLOCK PROVISION

Should the Managers be unable to make a decision regarding the activities and/or future of the company, and should they be unable or unwilling to proceed forward, they shall agree to one of the following two options: 1.) The company shall be dissolved and an equal division of the company assets and liabilities shall be rendered, or 2.) One Manager shall purchase the other Manager's interest in the Company for fair market value. With either option the two managers will pick a qualified corporate specialist whom is mutually agreed upon to rendered a fair market valuation of the

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SOUTHERN DISTRICT OF FLORIDA


Company. Both Managers will be bound by the final determination of the fair market value of the Company by the mutually agreed to corporate specialist.

**ARTICLE IX**  
**INDEMNIFICATION AND REQUIRED SIGNATURE**

The Company shall indemnify any Agent, Officer or Manager, or any former Agent, Officer or Manager, to the full extent permitted by law.

This is done in accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Incorporation this 22 day of October, 2003.

  
\_\_\_\_\_  
Rafael Manzana, Jr., Manager

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared to me known to be the person described as the Manager in the foregoing Articles of Organization, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at said County and State this 22<sup>nd</sup> day of October, 2003.

Personally Known ( )  
Produced \_\_\_\_\_  
as identification

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
 ROBERTA C. PROCHALLO JR.  
My Commission DD 123260  
Expires February 17, 2006

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

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TOTAL P.05

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FIRST: The Naked Chicken, LLC, is qualified to do business under the laws of the State of Florida. Principle/mailing address at 416 S. W. 4<sup>th</sup> Terrace, Hallandale Beach, FL 33009 and has appointed:

Joseph C. Frechette, Jr.  
10800 Biscayne Blvd., Suite 620  
North Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named 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 of the Florida Statutes.

  
Joseph C. Frechette, Jr.  
Registered Agent

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