

L03000050800

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

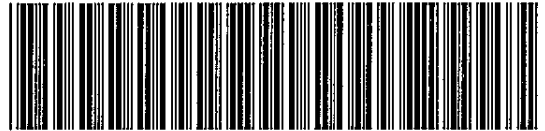
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/08/03--01004--004 **155.00

RECEIVED
03 DEC -8 AM 10:55
DIVISION OF CORPORATION

FILED
03 DEC -8 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

FILED
03 DEC -8 PM 12:42
TALLAHASSEE FL
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Hot Reels II, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 12/8/03

☒ Certified Copy

☐ Mail Out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

HOT REELS II, LLC

A Florida Limited Liability Company

03 DEC -8 PM 12:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, for the purpose of association to establish a limited liability company for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions of and subject to the requirements of the laws of the State of Florida, do make, record and file these Articles of Organization in writing.

AND I DO HEREBY CERTIFY:

FIRST: The name of the Company is:

HOT REELS II, LLC

SECOND: The principal office and mailing address in the State of Florida is to be located at 2409 DeSota Drive, Fort Lauderdale, Florida 33301. The Company may also maintain an office or offices at such other places within or outside the State of Florida, as it may from time to time determine. Company business of every kind and nature may be conducted, and meetings of members and managers may be held outside the State of Florida, the same as in the State of Florida.

THIRD: The registered agent of the limited liability company is David R. Lawrence whose Florida street address is One East Broward Boulevard, suite 700, Fort Lauderdale, Florida 33301.

FOURTH: The limited liability company is a member managed company. The company may admit new members upon such terms and conditions as may be specified by the existing members, only upon the unanimous written consent of the existing members. A new

member may be substituted for an existing member upon the unanimous written consent of the remaining members or as provided in the Operating Agreement. The Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event, which terminates his, her or its continued membership in the Company upon the unanimous written consent of the remaining members. The initial member and the initial managing member of the Company shall be Dr. Gary C. Chierico.

FIFTH: The Company may engage in any lawful activity including but not limited to, chartering motor vessels, buying selling, and leasing property, lending and investing money on its own account or for others, and acting on behalf of itself or others to the maximum extent permitted by law in business transactions.

SIXTH: No member of this Company shall be liable to the Company or its members for any breach of fiduciary duty as member or manager of the company. This provision shall not affect liability for acts or omissions, which involve intentional misconduct, fraud, or a knowing violation of the law.

The members of the Company are not liable under a judgement, decree, or order of the Court, or in any other manner, for a debt, obligation or liability of the company. All expenses incurred by members in defending an administrative, investigative, civil or criminal action, suit, or proceeding, related in any manner to the business of the company must be paid by the Company as they are incurred in advance of a final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of a member to repay the amount if it is ultimately determined by a Court of competent jurisdiction, that he or she did not act in good faith, in the manner he or she reasonably believed to be in or not opposed to the best interests of

the Company, and, with respect to any criminal action or proceeding, with no reasonable cause to believe his conduct was unlawful.

SEVENTH: The day-to-day business of the Company shall be conducted by one member elected by the members. The approval of the managing member shall be required to incur any debt, obligation, or liability on the part of the Company. The name and post office address of the initial managing member is as follows:

NAME

Dr. Gary C. Chierico

ADDRESS

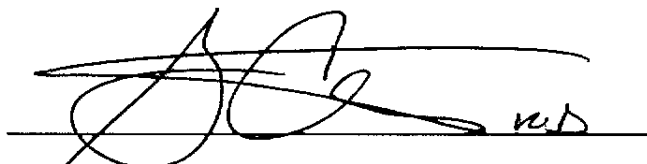
2409 DeSota Drive
Fort lauderdale, Florida 33301

The number of managing members of the Company may from time be increased or decreased as determined by the holders of two-thirds (2/3) of the membership units as defined in the Operating Agreement.

Only the managing member may act on behalf of the Company.

EIGHTH: This Company shall exist for thirty (30) years from the date of its creation unless sooner dissolved pursuant to the law of the State of Florida, or these Articles of Organization, or the Operating Agreement of the Company.

EXECUTED this 14 day of NOVEMBER, 2003.



Dr. Gary C. Chierico

**CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT OF RESIDENT AGENT**

In the matter of HOT REELS II LLC, a Florida limited Liability Company, I hereby certify that on the 5 day of DECEMBER, 2003, I am familiar with and accept the appointment and related obligations of the position of Resident Agent of the above entitled limited liability company in accordance with Section ____ of the Florida Revised Statutes (____).

IN WITNESS THEREOF, I have hereunto set my hand this 5 day of DECEMBER, 2003.

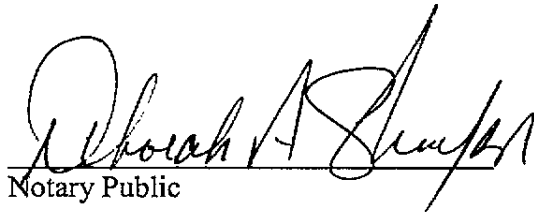
David R. Lawrence
David R. Lawrence

State of Florida

BROWARD County

Sworn and subscribed to before me this 5 day of DECEMBER, 2003 by

David R. Lawrence personally known to me.


Notary Public



Notary Stamp (Seal)