

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

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ARTICLES OF ORGANIZATION
OF
SCS VENTURES, L.L.C.

The undersigned members, for the purpose of forming a limited liability company under Chapter 608 of the Florida Statutes, adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is SCS VENTURES, L.L.C.

ARTICLE II
PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the limited liability company is 17500 Northeast 9th Avenue, North Miami Beach, Florida 33162. The members may from time to time change the mailing address and street address of the principal office.

ARTICLE III
NATURE OF BUSINESS

The limited liability company may engage in any or all lawful activities or businesses permitted now or in the future under the laws of the United States and the State of Florida.

ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the limited liability company is Alan M. Grunspan, and the address of the registered agent for service of process is 4650 Wachovia Financial Center, Miami, Florida 33131.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Having been named in the Articles of Organization for SCS Ventures, L.L.C. as the registered agent and to accept service of process for same, 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 in Chapter 608, Florida Statutes.


Alan M. Grunspan

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**ARTICLE V
MANAGEMENT**

The limited liability company is a manager managed company which will be managed by one or more managers designated, elected or appointed by the members. Initially the limited liability company shall have two managers. The names and addresses of the initial managers are:

Sheldon Fried, MGR
17500 Northeast 9th Avenue
North Miami Beach, Florida 33162

Chaya Sarah Fried, MGR
17500 Northeast 9th Avenue
North Miami Beach, Florida 33162

**ARTICLE VI
OPERATING AGREEMENT**

The members are authorized and directed to prepare and adopt an operating agreement for governing the internal affairs of the limited liability company. The operating agreement may contain such other provisions as the members consider necessary, reasonable or desirable, except that no provision of the operating agreement may conflict with the provisions of the Articles of Organization. The power to adopt, alter, amend or repeal the operating agreement will be described in the operating agreement, except the initial form must be approved by all the members.

**ARTICLE VII
INDEMNIFICATION**

To the fullest extent that limitations on the liability of managers and officers are permitted by Florida law, no manager or officer of the limited liability company shall have any liability to the limited liability company or its members for damages. This limitation on liability applies to events occurring at the time a person serves as a manager or officer of the limited liability company whether or not such person is a manager or officer at the time of any proceeding in which liability is asserted. The limited liability company shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a manager, officer, employee or agent of the limited liability company or was serving at the request of the limited liability company as a manager, director, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the limited liability company and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

IN WITNESS WHEREOF, the undersigned members of the limited liability company have executed these Articles of Organization on the 11 day of November, 2003.


Sheldon Fried

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Having been named in the Articles of Organization for SCS Ventures, L.L.C. as the registered agent and to accept service of process for the limited liability company, I agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.

By:


Alan M. Grunspan, Esq.
Registered Agent

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