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Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**LIMITED LIABILITY COMPANY****jewstar llc**

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407 LINCOLN ROAD, SUITE 701  
MIAMI BEACH, FL 33136  
(305) 534-4731 OFFICE  
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**ARTICLES OF ORGANIZATION**

**of**

**JewStar LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be JewStar, LLC, and its mailing address and principal office shall be located at, 2501 Bay Avenue, Miami Beach, FL 33140, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

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1. To engage in any activity or business authorized under the Florida statutes.

2. In general, to carry on any and all incidental business, to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To improve, buy, sell, lease, mortgage, deal in and with, dispose or, manage and operate real property, both improved and unimproved, and personal property of whatsoever, nature or kind, as owner, tenant, agent, lender or borrower, and to buy, sell and deal in loans secured by mortgages or other liens on real property or personal property of all kinds and description.

4. To enter into and make all necessary contracts for its, business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership,

firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize

or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

This is a manager managed company. All limited liability company powers shall be exercised by or under the authority of the managing members and the business, and affairs of this limited liability company shall be managed under the direction of the managing members of this limited liability company. The current managing members are: Andrew J. Resnick and Steven Linde.

A majority vote of the company's membership interest shall bind all of the members.

These Articles may be amended from time to time and the regulations and/or operating agreement of the limited liability company by a majority vote of the members of the limited liability company.

### ARTICLE IV

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited company may not be sold or otherwise transferred except with written consent of a majority of

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the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company, and shall also have the option to purchase the capital account balance of that member.

#### ARTICLE V

##### CAPITAL CONTRIBUTIONS

All capital contributions required to date have been paid by the members.

#### ARTICLE VI

##### PROFITS AND LOSSES

A) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits, based upon their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on such date as agreed to by a majority of the members.

B) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

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**ARTICLE VII**

**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND**

**REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 407 Lincoln Road, Suite 701, Miami Beach FL 33139, and the name of the company's initial registered agent at that address is **PAUL FELDMAN**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of JewStar.

Executed by the undersigned as set forth hereinafter.

  
Andrew J. Resnick

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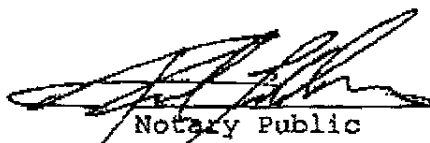
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COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Andrew J. Resnick, to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Organization, and they acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal this 31<sup>st</sup> day of March, 2004.

  
Notary Public





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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607-0501 or 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

JewStar LLC, a Florida limited liability company.

2. The name and address of the registered agent and office is:

PAUL FELDMAN  
407 Lincoln Road, Ste. 701  
Miami Beach FL 33139

Having been named it's registered agent and to accept service of process for the above stated corporation 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.

  
Paul Feldman

March 24, 2004

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