

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

## RED SQUARE PROPERTIES LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
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EFFECTIVE DATE

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:

RED SQUARE PROPERTIES LLC

### Article II. Duration

The duration of the Company shall be perpetual unless the company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

### Article III. Address

The mailing address and the street address of the principal office of the Company is:

C/O 19793 SW 65<sup>th</sup> Street  
Ft. Lauderdale, FL 33322

### Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Peter Xidis  
C/O 19397 SW 65<sup>th</sup> Street  
Ft. Lauderdale, FL 33322

### Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company Shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

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Bay Harbor Islands, Florida 33154  
(305) 865-1224

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each member is:

S.G. Group, LLC  
C/O 19397 SW 65<sup>th</sup> Street  
Ft. Lauderdale, FL 33322

Penelope Holdings, LLC.  
C/O 19397 SW 65<sup>th</sup> Street  
Ft. Lauderdale, FL 33322

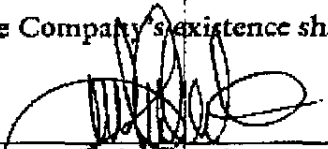
Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

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Article X. Company Existence

The Company's existence shall begin effective as of Aug 12, 2004

  
\_\_\_\_\_  
Peter Xidis for Penelope Holdings, LLC.

Date: 4/12/04

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

RED SQUARE PROPERTIES LLC

**REGISTERED AGENT/OFFICE:**

Peter Xidis

19397 SW 65th St  
Ft. Lauderdale, FL 33322.

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Peter Xidis

Date:

Aug 12, 2004

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