

W4000074164

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**LIMITED LIABILITY COMPANY**

how can i be down, llc

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STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

HD4000203834

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**ARTICLES OF ORGANIZATION  
FOR HOW CAN I BE DOWN, LLC**

**ARTICLE I - Name**

The name of the limited liability company is: HOW CAN I BE DOWN, LLC

**ARTICLE II - Address**

The mailing address and the street address of the principal office of the Limited Liability Company shall be: 1800 Sunset Harbour Drive, #2203, Miami Beach, FL 33139.

**ARTICLE III - Duration**

The period of duration of the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by managers and the name and address of such managers who are to serve as managers are:

Earl Hugh Alphonso Thomas  
1800 Sunset Harbour Drive, #2203  
Miami Beach, FL 33139

Caron Johnson  
1800 Sunset Harbour Drive, #2203  
Miami Beach, FL 33139

Carlos A. Rodriguez  
20 68<sup>th</sup> Street, #2  
Guttenberg, N.J. 07093

Sincere Thompson  
3 Conklin Road  
New City, N.Y. 10956

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**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted without the consent of the aforescribed managing member.

This instrument was prepared by:

Louis J. Terminello, Esq.  
TERMINELLO & TERMINELLO, P.A.  
2700 S.W. 37<sup>th</sup> Avenue  
Miami, FL 33133  
Tel: (305) 444-5002  
FBN 872547

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**ARTICLE VI - Members Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be perpetual.



Signature of a member or an authorized representative of a member.

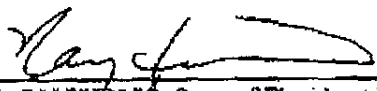
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Earl Hugh Alphanso Thomas, Managing Member

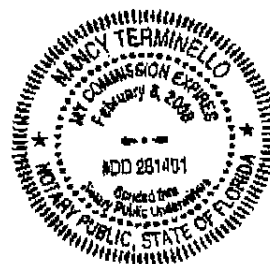
Typed or printed name of signer.

STATE OF FLORIDA  
COUNTY OF MIAMI- DADE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of October, 2004, by EARL HUGH ALPHANSO THOMAS, who personally appeared before me at the time of notarization, and who are personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires:

Notarizing for the State of Florida is a public duty and must be performed impartially.



HD4000203884

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN  
THE STATE OF FLORIDA.

1. The name of the limited liability company is: HOW CAN I BE DOWN, LLC
2. The name and the Florida street address of the registered agent are:

Earl Hugh Alphonso Thomas

NAME

1800 Sunset Harbour Drive, #2203

FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE)

Miami Beach, FL 33139

CITY, STATE AND ZIP

Having been named as registered agent and 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.



SIGNATURE

**Filing Fee: \$35 for Designation of Registered Agent**

NOTICE: NOTARIES MAY NOT SIGN OR NOTARIZE ANY DOCUMENTS THAT ARE NOT PROPERLY COMPLETED.

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