

W05000009727

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TALLAHASSEE, FLORIDA

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W05-9727  
JL

WILLIAM S. WOOD  
ATTORNEY AT LAW  
THE ALHAMBRA  
725 N. A1A, SUITE A-104  
JUPITER, FLORIDA 33477

MAILING ADDRESS

P.O. BOX 3365  
TEQUESTA, FLORIDA 33469-0365

TELEPHONE: (561) 746-8331  
FAX: (561) 746-1144

January 17, 2005

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32309

**Re: Tonaum Enterprises, L.L.C.**

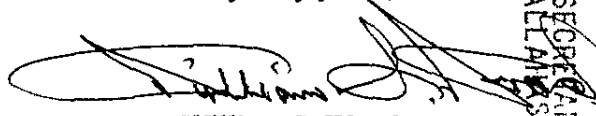
Dear Sir or Madam:

Please be advised that I represent Tonaum Enterprises, L.L.C. In that regard, please find enclosed the following:

1. Original and one copy of Articles of Organization for Tonaum, L.L.C.;
2. original and one copy of Certificate Designating Place of Business or Domicile for the service of Process; and
3. my trust check in the amount of \$155.00 made payable to the Florida Department of State for the filing fee for the Articles or Organization, Designation of Registered Agent and Certified Copy.

If you have any questions, please feel free to call me.

Very truly yours,

  
William S. Wood

WSW/smc  
Enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
TONAUM ENTERPRISES, L.L.C.**

**A Florida Limited Liability Company**

**ARTICLE I. - NAME:**

The name of the Limited Liability Company is TONAUM ENTERPRISES, L.L.C.

**ARTICLE II. ADDRESS:**

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

**Principal Office Address:**

**Mailing Address:**

TONAUM ENTERPRISES, L.L.C.  
29 Yacht Club Drive  
Apt. 108  
North Palm Beach, FL 33408

Same

**ARTICLE III. PURPOSE**

The general nature of the business to be transacted by this Limited Liability Company is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods wares, merchandise, real and personal property and services, of every class, kind and description; and more particularly and without limitation it shall have the power to buy, sell, lease and invest in real estate and to engage in such other business for any lawful purpose not specifically prohibited to Limited Liability Companies, and not having additional requirements in addition to those specifically set forth herein.

**ARTICLE IV. REGISTERED AGENT, REGISTERED OFFICE  
AND  
REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent are:

Anthony Peroulakis  
29 Yacht Club Drive, Apt. 108  
North Palm Beach, FL 33408

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TALLAHASSEE, FLORIDA

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 compliance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Anthony Peroulakis  
Registered Agent's Signature

#### ARTICLE V. MANAGER(S) OR MANAGING MEMBER(S):

The name and address of each Manager or Managing Member is as follows:

**Title**

**Name and Address:**

"MGR"= Manager

"MGRM"= Managing Member

**MGRM**

Anthony Peroulakis  
29 Yacht Club Drive, Apt. 108  
North Palm Beach, FL 33408

**MGRM**

Naum Shafir  
7526 Malabar Lane  
Dallas, TX 75230

#### ARTICLE VI. OWNERSHIP AND PREEMPTIVE MANAGEMENT RIGHTS

Initially each Managing Member shall have equal percentage ownership rights with each of the other Managing Members. Shares held by each initial Managing Member shall not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Managing Members in proportion to the holdings of each of the remaining Managing Members (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII. ACTION BY WRITTEN CONSENT

The managing members of this Limited Liability Company may take action by written consent of a majority of the managing members as provided by law.

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TALLAHASSEE, FLORIDA

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**ARTICLE VIII. MEETINGS BY CONFERENCE TELEPHONE**

The managing members of this Limited Liability Company may participate in meetings of the managing members as provided by law.

**ARTICLE IX. INDEMNIFICATION**

This Limited Liability Company shall indemnify all officers and managing members to the full extent permitted by law.

**ARTICLE X. AMENDMENT**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by a majority of the managing members by a written statement manifesting their intention that a certain amendment of these Articles of Organization is made.


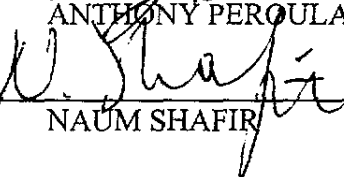
**ARTICLE XI. EFFECTIVE DATE**

The effective date of this Limited Liability Company shall be the date of acceptance of the Articles of Organization by the State of Florida.

**REQUIRED SIGNATURE**

  
Signature of a member or an authorized representative of a member

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

  
ANTHONY PEROULAKIS  
  
NAUM SHAFIR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT TONAUM ENTERPRISES, L.L.C., A FLORIDA LIMITED  
LIABILITY COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT NORTH  
PALM BEACH, PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED  
ANTHONY PEROULAKIS, LOCATED AT 29 YACHT CLUB DRIVE, APT. 108, NORTH  
PALM BEACH, FL 33408, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

DATED THIS 17th DAY OF January, 2005.

Anthony Peroulakis (SEAL)  
ANTHONY PEROULAKIS

SECOND: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Anthony Peroulakis (SEAL)  
ANTHONY PEROULAKIS  
RESIDENT AGENT

DATE: January 17, 2005

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2005 JAN 20 PM 1:00  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA  
TALLAHASSEE