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LIMITED LIABILITY COMPANY

amusement world, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
AMUSEMENT WORLD, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **AMUSEMENT WORLD, L.L.C.**, ("Company").

ARTICLE II -- ADDRESS

The mailing address and the street address for the principal office of the company shall be in care of 1612 NE 194TH STREET, NORTH MIAMI BEACH, FLORIDA 33179.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles or organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **SOLI AYISH**, 1612 NE 194TH STREET, NORTH MIAMI BEACH, FLORIDA 33179.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth a minimum of Five Hundred (\$500.00) Dollars.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous

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written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of company not inconsistent with law or these articles of organization. The name and address of the initial directors of the company is

1. SOLI AYISH, 1612 NE 194TH STREET, NORTH MIAMI BEACH, FLORIDA 33179.

IN WITNESS WHEREOF, undersigned organizer has made and subscribed these articles of organization at Miami-Dade on this 16th day of February 2005.


SOLI AYISH
Managing Member

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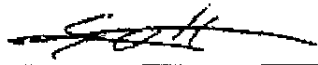
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in the 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 for in Chapter 608, F.S.



SOLI AYISH
Registered Agent

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



For the Limited Liability Company.

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