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

**shoeb, pamplin & whitacre, llc**

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ARTICLES OF ORGANIZATION

**SHOEB, PAMPLIN & WHITACRE, LLC**

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE ONE**

**Name**

The name of this company shall be SHOEB, PAMPLIN, & WHITACRE, LLC

**ARTICLE TWO**

**Commencement, Scope of Business and Duration of Existence**

This company shall commence its existence on April 20, 2005, subject to confirmation of the filing of these Articles of Organization with the Florida Secretary of State, Division of Corporations.

This company shall engage in all lawful business under the laws of the State of Florida, the United States of America, Morocco, and their respective international treaties, trade agreements, rules and regulations, and particularly the United States Morocco Free Trade Agreement (USMFTA) of June 15, 2004, and the Morocco royal decree n 1-97-49 issued February 13, 1997 promulgating Act n 5-96 with respect to limited liability companies.

This company shall have the following objectives:

The creation and operating of restaurant businesses;

The preparation of dishes to take away or to deliver;

The preparation of parties, business meals and any other reception with or without a show;

THESE ARTICLES PREPARED BY:  
William L. Whitacre, Esquire Florida Bar No. 0170693  
1000 Universal Studios Plaza, Building 22A, Suite 247  
Orlando, Florida 32819-7610

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The operating and development of any franchise within the activities of the company;

The development and operating of any tourist and hotel investment;

The importation of any equipment, furniture, product, crockery, raw material and accessory necessary for the operating of the company;

The acquisition, obtaining, operating and representation of any patents, trademarks and franchise brands;

The participation in any public, private, national or international invitation to tender;

The direct or indirect participation in any commercial or industrial transaction that may be related to any of the above-mentioned objectives by starting up new companies or participation in capital, purchase of shares or corporate rights, merger, association by participation or otherwise;

All entertainment business, movie development, financing, and production, music productions, concerts, and tours and any related business activities; and

Generally, any other lawful and authorized commercial, financial or industrial activity that may be directly or indirectly related to any of the above-mentioned transactions or that may promote the development of the company.

The period of this company's duration shall be perpetual, but not less than ninety-nine (99) years, and shall survive 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.

The fiscal year for the first year of operation of this company shall end on December 31, 2005, and the fiscal year of this company in all other years of its operation shall end on the 31st day of December of each calendar year.

### ARTICLE THREE

#### Address

The mailing and street address of the company is:

1000 Universal Studios Plaza  
Building 22, Suite 247  
Orlando, FL 32819

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**ARTICLE FOUR**  
**Registered Agent and Office**

The name and street address of the initial Registered Agent and Office for this company is as follows:

William L. Whitacre  
1000 Universal Studios Plaza  
Building 22, Suite 247  
Orlando, FL 32819

This company shall also have an initial registered office in Morocco as follows:

49, Sid Elabed I  
Harhoura, Temara

**ARTICLE FIVE**  
**Admission of Additional Members Terms and Conditions of such Admissions**

Additional Members may be admitted only upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

**ARTICLE SIX**  
**Right to Continue**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company, or the occurrence of any other event that terminates the continued membership of a Member of the Company, the Managers may continue the business of the Company.

Upon the termination of the continued membership of a Member, the business of the company shall be continued for the benefit of all the remaining Members and for the benefit of any transferee, assignee, or beneficiary of the Member whose membership has terminated.

**ARTICLE SEVEN**  
**Management of the Company**

Initially, three (3) Managers shall manage the business of the Company, which shall be a manager-managed company. The initial Managers of this Company, who shall also be Members of the Company, who are to serve until the first annual meeting of Members or until their successors are elected and qualify, are:

Name

Address

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TALLAHASSEE, FLORIDA

Mr. Emad El-Din Mohamed Shohb

6056 Raleigh Street Suite 2604  
Orlando, FL 32835

Mr. Rick Pamplin

1000 Universal Studios Plaza  
Building 22, Suite 250  
Orlando, FL 32819

Mr. William L. Whitacre

1000 Universal Studios Plaza  
Building 22, Suite 247  
Orlando, FL 32819

**ARTICLE EIGHT**  
**Amendment of Articles of Organization**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company.

In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

**ARTICLE NINE**  
**Regulation of the Company**

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Managers of this Company. Regulations adopted by the Managers of this Company may be repealed or altered, and the Managers may adopt new Regulations.

**ARTICLE TEN**  
**Informal Action of Managers**

Any action of the Managers authorized to be taken by these Articles of Organization, and the Regulations adopted incident hereto may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Managers, and filed with the records of the Company.

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## **ARTICLE ELEVEN**

### **Contracting Debt**

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

## **ARTICLE TWELVE**

### **Transferability of Member's Interest**

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner permitted in the Operating Agreement. Upon such transfer or assignment, or upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company, or the occurrence of any other event which terminates the continued membership of a Member of the Company being duly evidenced to the Managers of this Company the assignee, transferee, or beneficiary shall be recorded as a Member of this Company and shall be entitled to receive the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

## **ARTICLE THIRTEEN**

### **Withdrawal or Reduction of Member's Contribution of Capital**

A Member shall not receive out of the Company property any part of his or its contribution to capital until all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company is available to pay them. A Member shall be entitled to the return of his or its contribution, as well as his or its equity sharing distribution, in the manner provided for in the Operating Agreement.

## **ARTICLE FOURTEEN**

### **Operating Agreement**

There shall be an Operating Agreement limiting the number of Members of this Company, setting forth the conditions for becoming a Member of this Company, setting forth the terms and conditions pursuant to which this Company shall be capitalized by contributions of capital and/or services of Members, and providing for the manner in

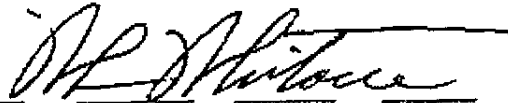
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which capital contributions shall be returned, as well as the manner of profit sharing between Members of this Company. The structure, terms, and conditions of the Operating Agreement shall be approved by the Managers of this Company prior to the acceptance by this Company of any capital contribution. Upon the acceptance of any capital contribution by this Company, the structure, terms, and conditions of the Operating Agreement may not be modified except with the written consent of all Managers.

**EXECUTION OF ARTICLES OF ORGANIZATION**

IN WITNESS of the foregoing Articles of Organization of this Florida Limited Liability Company, SIOEB, PAMPLIN & WHITACRE, LLC, the undersigned Manager, as Incorporator has hereunto set his hand and seal this the 20<sup>th</sup> day of April 2005.



WILLIAM L. WHITACRE  
MANAGER

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

**SHOEB, PAMPLIN & WHITACRE, LLC**

Having been named as Registered Agent and to accept service of process for the Florida Limited Liability Company, SHOEB, PAMPLIN & WHITACRE, LLC, 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.



WILLIAM L. WHITACRE  
1000 Universal Studios Plaza  
Building 22, Suite 247  
Orlando, FL 32819  
REGISTERED AGENT  
SHOEB, PAMPLIN & WHITACRE, LLC

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