Nvision of Corporations 🕹



Florida Department of State

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To:

Division of Corporations

Fax Number

: (850)205-0383

EFFECTIVE DATE

8-12-05

From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686

Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

HCH, LLC

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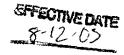
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: HCH, LLC

Article II. Address

The Company's street and mailing address is: HCH, LLC 7202 Promenade Drive, Apt. 401E Boca Raton FL 33433

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Howard S. Cohen 7202 Promenade Drive, Apt. 401E Boca Raton FL 33433

SECRETARY OF STATE DIVISION OF CORPORATION

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, 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.

Alyssa R. Feder, Esq. 1 FL Bar Member Pratt & Bucher LLP 2255 Glades Road, Suite 125A Boca Raton FL 33431 561-862-0480 x233

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

HOWARD S. COHEN, TRUSTEE OF THE HOWARD S. COHEN REVOCABLE TRUST DATED AFRIL 2, 2002 7202 Promenade Drive, Apt. 401E Boca Raton FL 33433 HELENE B. COHEN, TRUSTEE OF THE HELENE B. COHEN REVOCABLE TRUST DATED APRIL 2, 2002 7202 Promenade Drive, Apt. 401E Boca Raton FL 33433

Article VII. Company Existence

The Company's existence shall begin effective as of 8/12/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 8/12/2005.

ALYSSA R. FEDER, ESQ.

by D. Stoutt as attorney-in-fact

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Alyssa R. Feder, Esq. 1 FL Bar Member Pratt & Bucher LLP 2255 Glades Road, Suite 125A Boca Raton FL 33431 561-862-0480 x233 H05000193801

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: HCH, LLC

REGISTERED AGENT/OFFICE:

Howard S. Cohen 7202 Promenade Drive, Apt. 401E Boca Raton FL 33433

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. 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.

HOWARD S. COHEN

by D. Stoutt as attorney-in-fact

Date: 8/12/2005.

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Alyssa R. Feder, Esq. I FL Bar Member Pratt & Bucher LLP 2255 Glades Road, Suite 125A Boca Raton FL 33431 561-862-0480 x233