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(Business Entity Name)

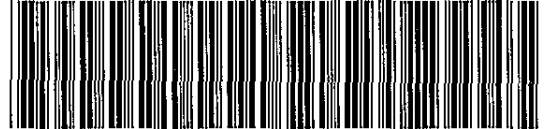
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1/27/06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 FEB -2 PM 2:12

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CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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CONTACT: TRACY SPEAR

DATE: 02/02/06

REF. #: 001133.47553

CORP. NAME: STUDIO BISAZZA LLC

EFFECTIVE DATE  
1/27/06

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TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 515959 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
STUDIO BISAZZA LLC

EFFECTIVE DATE  
1/27/06

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company shall be: STUDIO BISAZZA LLC

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida,

providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWER**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MEMBER**

The name and address of the initial Member of the Company is BISAZZA NORTH AMERICA, INC., whose address is: 3540 N.W. 72<sup>nd</sup> Avenue, Miami, FL 33122.

### **ARTICLE V**

#### **MANAGEMENT**

This limited liability company shall be managed by Bisazza North America, Inc. The address of the Manager is 3540 N.W. 72<sup>nd</sup> Avenue, Miami, FL 33122.

### **ARTICLE VI**

## **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits as declared by the Manager of this limited liability company, in the manner as set forth in the operating agreement.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares in the manner as set forth in the operating agreement.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until December 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE IX**

### **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal office and mailing address of the limited liability company shall be:

2253 Vista Parkway, Unit #3

West Palm Beach, Florida 33411

**ARTICLE X**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The limited liability company's initial registered agent and registered office in the State of Florida shall be:

**CARNEY STANTON CHARTERED**

Attention: Walter J. Stanton, III

901 George Bush Boulevard

Delray Beach, Florida 33483

**ARTICLE XI**

**EXECUTION OF ARTICLES OF ORGANIZATION**

The name and post office address of the person duly authorized to execute these Articles of Organization is as follows:

James A. Gorsuch, Secretary

c/o Bisazza North America, Inc.

3540 N.W. 72<sup>nd</sup> Avenue

Miami, Florida 33122

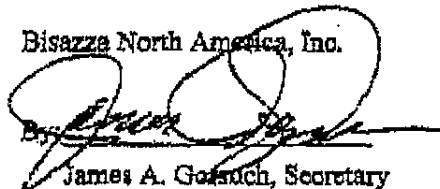
**ARTICLE XII**

**EFFECTIVE DATE**

The effective date of these Articles of Organization shall be January 27, 2006.

The undersigned, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that he is the authorized representative of the Member of the Company and certifying that the facts stated above are true.

Bisazza North America, Inc.



James A. Gorsuch, Secretary

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
FORGOING LIMITED LIABILITY CORPORATION, AT THE PLACE  
DESIGNATED IN THESE ARTICLES OF ORGANIZATION THE  
UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND  
FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE  
OF ITS DUTIES.

DATED THIS 27<sup>th</sup> DAY OF JANUARY, 2006

CARNEY STANTON CHARTERED

By:

W. J. Stanton, P.A.

W. J. Stanton, P.A.  
Managing Manager