

LOG 0000026769

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000066871 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
2006 MAR 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FL

To: Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

RECEIVED
06 MAR 13 PM 4:24
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

prime cut by melanie, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

LOG-26769
JL

Electronic Filing Menu Corporate Filing Menu

Help

d) to buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and/or corporate business, projects and developments;

e) to research, evaluate and investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others;

f) to engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of individual, industrial and commercial enterprises;

g) to advertise and promote merchandise and otherwise furnish the services authorized herein. To negotiate and contract with respect to furnishings of the same for or on behalf of any person, firm or corporation, domestic or foreign. To enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities;

h) to buy, sell, import, export, distribute and generally deal in and with goods, wares, and merchandise of every kind, sort and description.

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 the 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 thereof, 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 herein or as 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

FILED

2006 MAR 13 AM 10:05

SECRETARY OF STATE
ALABAMA
BIRMINGHAM

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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contribution in the amount of \$ 100 .00 Dollars cash shall be paid to the limited liability company by the initial members, Melanie P. Wallace, Howard F. Wallace III, Janet A. Wallace. Additional members and contributions will be made as required for investment purposes, as determined by unanimous consent of the initial member.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. 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 a distributive share of the profits in proportion to each member's capital contribution. The distributive share of the profits shall be determined and paid to the members as agreed upon by the members from time to time.

(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 such sources are insufficient to cover such losses, by the member in proportion to each member's capital contribution.

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

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 VI
DURATION**

This limited liability company shall exist in for a period of thirty years, commencing with the filing of these articles with the Secretary of State.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this limited liability company shall be located at 5726 Flamingo Road, Cooper City, Florida 33328.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 5726 Flamingo Road, Cooper City, Florida 33328, and the name of its initial registered agent at such address is **Melanie P. Wallace**.

**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

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.

Upon 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 upon unanimous consent of such remaining members.

FILED
2006 MAR 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **PRIME CUT BY MELANIE, LLC.**

**ARTICLE X
MANAGEMENT**

This limited liability company shall be managed by members who shall serve as managers until the first annual meeting or members or until their successor are elected and qualify. The name and address of the initial managers are as follows.

Melanie P. Wallace
15002 SW 13 Place
Sunrise, FL 33326

Howard F. Wallace III
15002 SW 13 Place
Sunrise, FL 33326

Janet A. Wallace
15002 SW 13 Place
Sunrise, FL 33326

2006 MAR 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Executed by the undersigned at Sunrise, Florida on March 2, 2006.

Melanie P. Wallace
MELANIE P. WALLACE

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of **PRIME CUT BY MELANIE, LLC** A Florida limited liability Company, and is familiar with, and accepts, the obligations of that position.

Dated this 2 day of March, 2006.

Melanie P. Wallace
MELANIE P. WALLACE

HO20000061871