Electronic Filing Cover Sheet

Public Access System

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.

(((H06000254222 3)))



H050002542223ABCX

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

To:

Division of Corporations

Fax Number

: (850)205-0383

From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone

: (305)672-0686

Pax Number

: (305)672-9110

**EFFECTIVE DATE** 

# EORIDA/FOREIGN LIMITED LIABILITY CO.

GEFEN Holdings II LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

Electronic Filing Menu

Corporate Filing Menu

Help

#### H06000254222

### ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: GEFEN Holdings II LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is: GEFEN Holdings II LLC 935 NW 5th Avenue Boca Raton FL 33432



#### Article III. Registered Agent

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

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES

EFFECTIVE DATE

#### 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 assigner was entitled, to the extent assigned.

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

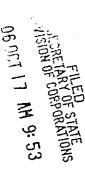
## Article V. Distribution of Profits

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 manager-managed company. The name and address of each manager is:

GEFEN LLC 935 NW 5th Avenue Boca Raton FL 33432



### Article VII. Company Existence

The Company's existence shall begin effective as of 10/17/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 10/17/2006.

CORPORATE CREATIONS INTERNATIONAL INC.

Elena S. Davila Vice President

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 872-0686

### STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: GEFEN Holdings II LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES DIVISION OF DCT 17 MM 9: 53

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 adopt the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Elena S. Davila, Vice President

Date: 10/17/2006.

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686

H06000254222

Copyright @ 1993-2006 CC