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Kool Bear, LLC

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____ Art of Inc. File _____

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____ Fictitious Search _____

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**ARTICLES OF ORGANIZATION
OF
KOOL GEAR, L.L.C.**

Pursuant to Florida Statute §608.401 et seq. (2002), and as thereafter amended, the undersigned certifies that they have associated themselves together for the purpose of becoming a limited liability company under Florida law, for profit. The undersigned further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company is: KOOL GEAR, L.L.C, and its principal office shall be located at Coastal Tower, Suite 211, 2400 East Commercial Boulevard, in the City of Fort Lauderdale, County of Broward, State of Florida. However, it shall have the power and authority to establish branch offices at any other place or places as the Members may hereafter designate.

ARTICLE II

MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: Coastal Tower, Suite 211, 2400 East Commercial Boulevard, in the City of Fort Lauderdale, County of Broward, State of Florida. However, it shall have the power and authority to establish branch offices at any other place or places as the Members may hereafter designate.

ARTICLE III

PURPOSES AND POWERS

The purpose of this Limited Liability Company is to engage in the duly authorized, lawful business of wholesale distribution and retail product sales; and, to do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the Limited Liability Company purposes which is not forbidden by Florida laws or by the provisions of these Articles of Organization.

The purposes of this Limited Liability Company shall be carried out only through its members, managers, employees, and agents. Additionally, this Limited liability Company is authorized to:

1. To engage in any activity or business authorized under the Florida Statutes as related to the purposes set forth herein.
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 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 this connection 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.

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.

8. 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 or liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE PURSUANT TO FLORIDA STATUTE §608.407(1)(c) (1999) AND §608.415 (1999)

The Limited Liability Company submits the following statement in designating its Registered Office and registered agent in the State of Florida:

- A. The name of the Limited Liability Company is KOOL GEAR, L.L.C.
- B. The name of the Registered Agent for KOOL GEAR, L.L.C. is Richard J. DeSanto, Esquire, and the street address of the company's Registered Office where the Registered Agent is located is Coastal Tower, Suite 211, 2400 East Commercial Boulevard, Fort Lauderdale, FL 33308.
- C. This statement is to acknowledge that, as indicated above, KOOL GEAR, L.L.C. has appointed me, Richard J. DeSanto, Esquire, as its registered agent to accept service of process for the Limited Liability Company at the place designated above in the certificate. I accept this 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 provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept obligations of my position as Registered Agent.

Dated: December 05th, 2006


Richard J. DeSanto, Esquire

ARTICLE V

EXERCISE OF 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 in the regulations of the Limited Liability Company by a unanimous vote of the Members of the Limited Liability Company.

ARTICLE VI

MANAGEMENT

Management of this Limited Liability Company is reserved to its Members, whose names and addresses are as follows:

Name: WESGATE HOLDINGS, L.L.C., a Florida limited liability company	Name: MAKDADDYROCKS, L.L.C. Florida limited liability company
Address: Coastal Tower - Suite 211 2400 E. Commercial Blvd. Fort Lauderdale, FL 33308	Address: Coastal Tower - Suite 211 2400 E.t Commercial Blvd. Fort Lauderdale, FL 33308

ARTICLE VII

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 the written consent of the Member having majority ownership interest in the Limited Liability Company, or in accordance with the provisions of an executed Unit Owners' agreement.

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 Member(s), if any, shall have the right to continue the business on unanimous consent of the remaining Member(s).

ARTICLE VIII

CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of FOUR THOUSAND (\$4,000.00) DOLLARS cash shall be paid to the Limited Liability Company by each of the two (2) initial Members in equal shares. Additional contributions will be made as required for investment purposes, as determined by the Members' unanimous consent. Members will make contributions in equal shares.

ARTICLE IX

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 share of the net profits specified as follows:

<u>Name</u>	<u>Percentage</u>
WESGATE HOLDINGS, L.L.C.:	Fifty (50%) percent
MAKDADDYROCKS, L.L.C.:	Fifty (50%) percent

The distributive share of the net profits shall be determined and paid to the Members annually, on the 31st day of December of each consecutive year, commencing with the 31st day of December, 2006.

The Members may hereafter provide in the Regulations for more frequent distribution of net profits.

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 gross income of the business, or, if these sources are insufficient to cover such losses, by the Members in equal shares, as follows:

<u>Name</u>	<u>Percentage</u>
WESGATE HOLDINGS, L.L.C.:	Fifty (50%) percent
MAKDADDYROCKS, L.L.C.:	Fifty (50%) percent

ARTICLE X

DURATION

This Limited Liability Company shall exist until dissolved in a manner provided by Florida law.

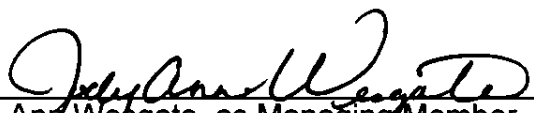
ARTICLE XI

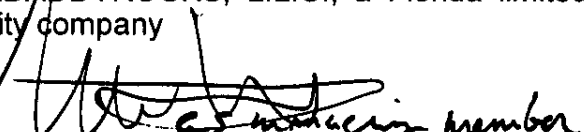
STATEMENT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statute § 608.407(1)(d)(2002), the undersigned Members of KOOL GEAR, L.L.C. depose and state:

1. The Limited liability Company identified above has at least two (2) Members.
2. The total amount of cash contributed by the Members is Four Thousand (\$4,000.00) Dollars each.
3. The agreed value of property other than cash contributed by the Members is: NONE.
4. The total amount of cash or property anticipated, as of this date, to be initially contributed by the Members is Eight Thousand (\$8,000.00) Dollars. This total includes the amounts from 2 and 3 above.

WESGATE HOLDINGS, L.L.C., a Florida limited liability company

By: 
Jody Ann Wesgate, as Managing Member
as Managing Member
MAKDADDYROCKS, L.L.C., a Florida limited liability company

By: 
Mikael Alexander Kerkez, as Managing Member

ARTICLE XII

EFFECTIVE DATE

The effective date of the Limited Liability Company is the date these Articles of Organization are filed with the Florida Department of State.

The foregoing Articles of Organization of KOOL GEAR, L.L.C., a Limited Liability Company, have been executed by the undersigned at Coastal Tower, Suite 211, 2400 East Commercial Boulevard, Fort Lauderdale, FL 33308 on the date indicated below.

In accordance with Florida Statute §608.408(3) (2002), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

WESGATE HOLDINGS, L.L.C., a Florida limited liability company

Date: 12/05/06

By: Jody Ann Wesgate
Jody Ann Wesgate, as Managing Member

As Managing Member
MAKDADDYROCKS, L.L.C., a Florida limited liability company

Date: 12/05/06

By: Mikael Alexander Kerkez
Mikael Alexander Kerkez, as Managing Member

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared Jody Ann Wesgate, as Managing Member of WESGATE HOLDINGS, L.L.C., a Florida limited liability company, who (☒) is personally known to me, or () has produced _____ as identification, and who, did/did not take an oath.

Sworn to and subscribed by me on this 5th day of December, 2006.

(AFFIX NOTARY SEAL/STAMP)



Rebecca Schaeffer DeLisle
Commission #DD345756
Expires: Aug 10, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Rebecca Schaeffer DeLisle
Notary Public, State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared Mikael Alexander Kerkez, as Managing Member of MAKDADDYROCKS, L.L.C., a Florida limited liability company, who () is personally known to me, or (☒) has produced FL DL # K622-541-57-129-0 as identification, and who, did/did not take an oath.

Sworn to and subscribed by me on this 5th day of December, 2006.

(AFFIX NOTARY SEAL/STAMP)



Rebecca Schaeffer DeLisle
Commission #DD345756
Expires: Aug 10, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Rebecca Schaeffer DeLisle
Notary Public, State of Florida at Large
My commission expires: