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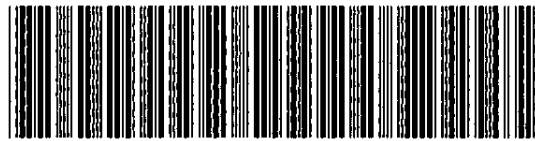
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

MAR 28 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Michaels Management, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William M. Shaheen, Esq.
(Name of Person)

Libow & Shaheen LLP
(Firm/Company)

3351 N.W. Boca Raton Blvd.
(Address)

Boca Raton, FL 33431
(City/State and Zip Code)

For further information concerning this matter, please call:

William M. Shaheen at (561) 367-7300
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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STATE of FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES of FORMATION

ARTICLE I: NAME.

The name of the Limited Liability Company is Michaels Management, LLC.

ARTICLE II: REGISTERED ADDRESS.

The address of the Company's registered office in the State of Florida is as follows:

777 Yamato Road, Suite 105
Boca Raton, Florida 33431

ARTICLE III: REGISTERED AGENT.

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

David Michaels
777 Yamato Road, Suite 105
Boca Raton, Florida 33431

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ARTICLE IV: MANAGEMENT.

The Company shall be a manager-managed limited liability company. The name and address of the Company's Managers is as follows:

David Michaels —Manager
777 Yamato Road, Suite 105
Boca Raton, Florida 33431

ARTICLE V: DURATION.

The Company is not to have a specific effective date of dissolution.

ARTICLE VI: MISSION AND OTHER PROVISIONS.

Mission. The Company's purpose and activity shall consist solely of providing executive and managerial level consulting services to businesses in the United States and globally. The Company's services shall include but not be limited to consultation on the development and implementation of business plans and strategies, the development and maintenance of product lines, client development, marketing, advertising, product promotion, licensing, intellectual property management, capital structure, financing, and fiscal policy. Subject to the terms and conditions of this Agreement and the Company's Operating Agreement, the Company may acquire, invest in, own, hold, manage, dispose of, and otherwise deal in any and all personal property necessary, incidental or expedient to such purpose. Subject to the terms and conditions of this Agreement and the Company's Operating Agreement, the Company may enter into and perform contracts and agreements of any kind, and may conduct such other activities, necessary, incidental or expedient to such purpose.

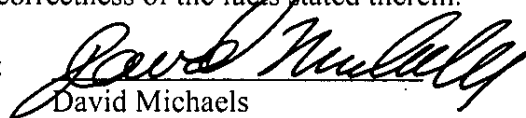
In effectuating this objective, the Company to the extent permissible by applicable law shall serve to facilitate or provide for, among other things, the protection of its assets against creditors of any Member, and the deterrence and expeditious resolution of any disputes or actions among Members with respect to the Company's assets. The Members acknowledge and agree that the Company's assets are vital to the success of the Company, are necessary for it to produce income and profit for the benefit of all Members, and may not be used to satisfy the individual debts of any Member or any other party.

The Company shall not engage in any business or investment activity except as expressly stated above.

Operating Agreement (Regulations). Within a reasonable period of time, not to exceed fifteen (15) days, after formation of the Company, the Company's initial Members shall adopt an Operating Agreement (Regulations) for the concern. In the event of any conflict between the terms of these Articles and the terms of the Company's Operating Agreement, the Operating Agreement shall control.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Organization of MICHAELS MANAGEMENT, LLC this ____ day of March, 2008, and declares under penalty of perjury that he has read the foregoing Articles of Organization, knows the contents thereof, and confirms the truth and correctness of the facts stated therein.

By:


David Michaels

Date:

MARCH 23, 2008

IN WITNESS WHEREOF, Having been named as registered agent to accept service of process for the above-stated company at the place designated in these Articles, I hereby accept the 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By:

David Michaels
David Michaels, Registered Agent

Date:

MARCH 23, 2008.

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