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M. THOMAS

DEC - 5 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CREATIVE BRANDS INTERNATIONAL, 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:

Larry T. Schone, Esq.

(Name of Person)

Dittman Dowling & Schone, LLP

(Firm/Company)

151 N.W. 1st Avenue

(Address)

Delray Beach, FL 33444

(City/State and Zip Code)

For further information concerning this matter, please call:

Larry T. Schone, Esq.

(Name of Person)

at (561) 276-2900

(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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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CREATIVE BRANDS INTERNATIONAL, L. L. C.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability rights, privileges and immunities of a limited liability company for profit.

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be:

CREATIVE BRANDS INTERNATIONAL, L.L.C

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To act as a brokerage company for food and beverage companies and to act as producer, co-packer, marketer and distributor for food and beverage products.

(B) ~~For itself or as agent or correspondent for others, to deal in stocks, bonds,~~ commercial paper, mortgages, and other securities, to manage estates and properties, including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction and selling of restaurants and buildings. The limited liability company may take, acquire and hold stock in any other corporation or limited liability company, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations or limited liability companies, and to

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loan money and take securities for the payment of all sums due the limited liability company, and to sell, assign and release such securities or membership interest.

(C) To build upon or in any other manner improve real estate in which this limited liability company has any interest whatsoever.

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this limited liability company, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this limited liability company, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof, and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a limited liability company for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) No contract or other transaction entered into by the limited liability company shall be affected by the fact that any member of the limited liability company in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the members present at the meeting of the members.

(H) To carry on any other lawful business whatsoever which may seem to the limited liability company capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the limited liability company, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of

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the rights, powers and privileges which are now, or which may hereafter be conferred upon limited liability companies organized under the same statutes as this limited liability company.

(1) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the limited liability company, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Organization shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Organization, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Organization shall be regarded as independent purposes, objects and powers.

ARTICLE III

DURATION

The period of duration for CREATIVE BRANDS INTERNATIONAL, L.L.C. is to be perpetual from the date of filing of the Articles of Organization with the Secretary of State of Florida, unless sooner dissolved by the members or as provided by Statute.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office shall be 190 Columbus Avenue, Apartment 4b, New York, NY 10023 and the mailing address of the limited liability company shall be the same.

BH

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the initial registered agent and the initial registered office of the limited liability company are:

Larry T. Schone, Esq.
151 NW First Avenue
Delray Beach, FL 33444

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted based on the terms and conditions contained in the Operating Agreement.

ARTICLE VII

CONTINUITY

The remaining members of CREATIVE BRANDS INTERNATIONAL, LLC, shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VIII

MANAGEMENT

The management of CREATIVE BRANDS INTERNATIONAL, LLC is reserved to the manager subject to change as otherwise provided in the Operating Agreement. The manager shall have the exclusive authority to act for the company in all matters. The manager and her address is:

Beatrice Hureau
190 Columbus Avenue, Apartment 4b
New York, NY 10023

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ARTICLE IX

DATE OF BEGINNING OF LIMITED LIABILITY COMPANY

CREATIVE BRANDS INTERNATIONAL, LLC shall begin existence on the date the Articles of Organization are filed with the Secretary of State of the State of Florida.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 24th day of November, 2008.

CREATIVE BRANDS INTERNATIONAL, LLC

By: _____

Beatrice Hureau
BEATRICE HUREAU, Manager and designated
representative of the Members

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to the provisions of Chapter 608.407(1)(c), Florida Statutes, the following is submitted, in compliance with said Act:

First, that CREATIVE BRANDS INTERNATIONAL, LLC, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in City of Delray Beach, County of Palm Beach, State of Florida, has named LARRY T. SCHONE, ESQ., located at 151 NW First Avenue, Delray Beach, FL 33444, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office, and said registered agent is familiar with, and accepts, the obligations of that position.

By: 
LARRY T. SCHONE, ESQ.

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