

L09000061758

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

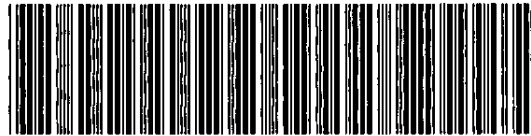
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
2009 JUN 25 PM 1:32  
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09 JUN 25 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR  
JUN 25 2009  
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** KATIE WONSCH

**DATE:** 06/25/09

**REF. #:** 001646.106291

**CORP. NAME:** FRIENDSWITHYOU HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 530758 FOR \$ 125.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
FriendsWithYou Holdings, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I  
NAME**

The name of the limited liability company is FriendsWithYou Holdings, LLC (the "Company").

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 3930 N.E. 2<sup>nd</sup> Avenue, Suite 202, Miami, Florida 33137.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Osvaldo F. Torres, Esq., Rothstein Rosenfeldt Adler, 401 E. Las Olas Boulevard, Suite 1650, Ft. Lauderdale, Florida 33301.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V  
PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

**ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of

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his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

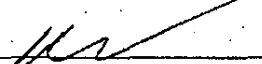
#### **ARTICLE VII MANAGEMENT; INITIAL MEMBERS**

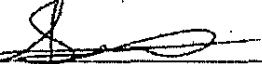
The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial members of the Company shall be Samuel A. Borkson and Arturo Sandoval.

#### **ARTICLE VIII AMENDMENT**

The Articles may be amended only in accordance with the Operating Agreement.

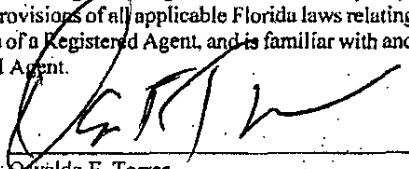
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 18<sup>th</sup> day of June, 2009.

By:   
Name: Samuel A. Borkson  
Authorized Representative

By:   
Name: Arturo Sandoval  
Authorized Representative

#### **ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of FriendsWithYou Holdings, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of the duties of a Registered Agent, and is familiar with and accepts the obligations of the position as Registered Agent.

By:   
Name: Osvaldo F. Torres

Dated: June 18, 2009