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12012 South Shore Blvd., Ste. 107 Wellington, FL 33414 www.gslawfirm.com

Francisco J. Gonzalez Benjamin P. Shenkman Tel. 561-227-1575 Fax 561-227-1574

September 20, 2010

VIA FEDERAL EXPRESS/PRIORITY OVERNIGHT DELIVERY

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301 (850) 245-6052

RE: SEAT SUMO LLC

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check for \$160.00 representing payment for the filing fee, a certified copy and a Certificate of Status.

Please return to this office the original recorded Articles, the certified copy of same atthe Certificate of Status.

Thank you for your time and attention to the foregoing. If you have any questions, please contact the undersigned.

Sincerely Yours,

Francisco J. Gonzalez

/lk

enclosures



<u>OF</u>

#### Seat Sumo LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

#### 1. Name.

The name of the limited liability company is Seat Sumo LLC (hereinafter referred to as the "Company").

### 2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

## 3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

#### 4. Address Of Place Of Business.

The mailing address for the Company is 512 N.E. 7<sup>th</sup> Avenue, #2, Ft. Lauderdale, Florida 33301, and the street address of the place of business for the Company is 512 N.E. 7<sup>th</sup> Avenue, #2, Ft. Lauderdale, Florida 33301. These addresses may be changed from time to time as provided in the Operating Agreement.

#### 5. Registered Agent.

The initial registered agent in Florida for the Company is Eric B. Kay, and the initial registered office is located at 512 N.E. 7<sup>th</sup> Avenue, #2, Ft. Lauderdale, Florida 33301.

## 6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

#### 7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

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#### 8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

#### 9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be managermanaged. The initial manager, who shall serve until the first annual meeting of the members or until its successor is elected and qualifies, as follows:

Name:

Position:

Eric B. Kay

Manager

#### 10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Ft. Lauderdale, Florida, on 2

Seat Sumo LLC

a Florida limited liability company

Kay Member/Manager

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on the 12 day of Scot 2010, by Eric B. Kay, as Member/Manager of Seat Sumo LLC, who ( ) is personally known to me or (Y produced FL. Wriver Lit. as identification.

Notary Public

Print Namez

(Seal)

# **ACCEPTANCE OF REGISTERED AGENT**

<u>OF</u>

## **Seat Sumo LLC**

Pursuant to Florida Statutes and Article V of these Articles of Organization, the undersigned having been named registered agent to accept service of process for the above referenced limited liability company, is familiar with and does hereby accept the duties of registered agent and agrees to act in this capacity until otherwise removed or until he shall resign pursuant to the laws of the State of Florida.

Eric B. Kay

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