

L10000104397

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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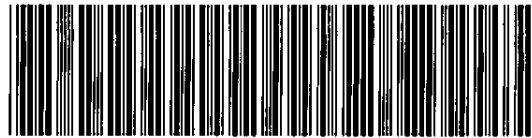
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
10 OCT - 6 AM 10:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
10 OCT - 5 PM 2 05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

B. KOHR  
OCT - 6 2010  
EXAMINER

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WMS VENTURES, L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
WMS VENTURES, L.L.C.**

The undersigned, for the purpose of forming a limited company under the Florida Limited Liability Company Act, FS Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be:

**WMS VENTURES, L.L.C.**

**ARTICLE II  
ADDRESS**

The mailing and street address of the principal office of the company shall be:

**16855 NE 2<sup>nd</sup> AVENUE  
SUITE 303  
NORTH MIAMI BEACH, FL 33162**

**ARTICLE III  
EFFECTIVE DATE**

These articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE IV  
DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 OCT -6 PM 2:05

**ARTICLE V  
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in **CONSULTING AND MARKETING** and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The initial address of the registered office of this company shall be **16855 NE 2<sup>nd</sup> AVENUE, SUITE 303, NORTH MIAMI BEACH, FLORIDA 33162**. The name and street address of the registered agent of this company in the State of Florida is **MICHAEL GOLDBERG, at 16855 NE 2<sup>nd</sup> AVENUE, SUITE 303, NORTH MIAMI BEACH, FLORIDA 33162**.

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Company that the Initial Registered Office designated in these Articles of Organization, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
\_\_\_\_\_  
Registered Agent

**ARTICLE VII  
MANAGEMENT**

The manager of the Company shall be:

**WILLIAM MATTHIAS STERNOUT**

Whose address shall be the same as the mailing address of the Company.

#### **ARTICLE VII ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company set forth in the regulations of the Company, 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 all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE IX TERMINATION OF EXISTENCE**

The company shall be dissolved 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, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

#### **ARTICLE X MANAGEMENT**

The Managers of the Company shall be elected by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

**WILLIAM MATTHIAS STERNOU  
16855 NE 2<sup>ND</sup> AVENUE  
SUITE 303  
NORTH MIAMI BEACH, FL 33162**

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida on this 30 day of August, 2010

William W. Starnou  
Member/Manager

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE )

**BEFORE ME**, the undersigned authority, personally appeared to me and is well known to me to be the individual described in, and who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and official seal at said County and State this 30 day of August, 2010

Michael Goldberg  
NOTARY PUBLIC, State of Florida  
Commission Number: DD711002  
My Commission Expires: 12-17-11

NOTARY PUBLIC-STATE OF FLORIDA  
Michael Goldberg  
Commission #DD711002  
Expires: DEC. 17, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.