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T. HAMPTON

LAW OFFICES  
**RYAN & RYAN, LLC**  
THIRD FLOOR  
700 EAST DANIA BEACH BOULEVARD  
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III  
TIMOTHY M. RYAN  
CHRISTOPHER J. RYAN\*  
VICTORIA J. PAPPAS  
*\*Board Certified City  
County and Local  
Government Lawyer*

TELEPHONE 954.920.2921  
FACSIMILE 954.921.1247

January 14, 2013

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Organization  
Atallah Investment Group, LLC  
Our File Number: 22775C

Greetings:

Enclosed please find the original Articles of Organization and Certificate Designating Registered Agent for the above-named company which we request you file in your official file, along with a copy of the Articles of Organization and Certificate Designating Registered Agent which we request you certify and return to our office.

Also enclosed is our Trust Account Check Number 19052, payable to Florida Department of State in the sum of \$160.00, to cover the following items:

Filing Fees	\$100.00
Certified Copy	\$ 30.00
Registered Agent Designation	\$ 25.00
Certificate of Status	\$ <u>5.00</u>
Total:	<u><b>\$160.00</b></u>

Thank you for your assistance in this matter.

Very truly yours,

  
ARCHIE J. RYAN III

AJR/kw

Encl

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**ARTICLES OF ORGANIZATION**

**OF**

**ATALLAH INVESTMENT GROUP, LLC**

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The undersigned certifies that I am filing these Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME & PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be ATALLAH INVESTMENT GROUP, LLC, and its principal office shall be located at 926 Johnson Street, Hollywood, Florida 33019, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is 926 Johnson Street, Hollywood, Florida 33019

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the

powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associates, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment

of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction, of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

This limited liability company shall be managed by three (3) managers. The name and address of the persons who shall serve as managers until the first annual meeting of members or until their successor is elected and qualified is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
IMAD YOUSSEF	926 Johnson Street Hollywood, FL 33019
GHAZI ATALLAH	945 Al Wasl Road P.O. Box 500077 Dubai, United Arab Emirates
NAJI ATALLAH	3480 Dagenais Blvd. West Laval PQ H7P1V6

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**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the

limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Five Hundred and 00/100 (\$500.00) Dollars cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII**  
**PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: (set forth percentages alongside name of each member)

<b><u>NAME</u></b>	<b><u>PERCENTAGE</u></b>
GHAZI ATALLAH	100%

The distributed share of the profits shall be determined and paid to the members periodically as determined by a majority vote of the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal share.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 926 Johnson Street, Hollywood, Florida 33019 and the name of the company's initial registered agent at that address is IMAD YOUSSEF.

## **ARTICLE X**


### **EFFECTIVE DATE**

The effective date of the limited liability company shall be January 10, 2013

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of ATALLAH INVESTMENT GROUP, LLC.



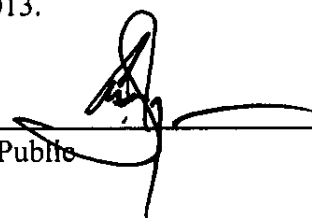
EXECUTED by the undersigned at Dania Beach, Broward County, Florida, on January  
10, 2013

  
IMAD YOUSSEF

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD    )

PERSONALLY APPEARED before me, the undersigned authority, IMAD YOUSSEF, to  
me well known to be the person described in and who executed and subscribed to the foregoing  
Articles of Organization, and he acknowledged before me that he executed and subscribed to the  
same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania  
Beach, Broward County, Florida, this 10<sup>th</sup> day of January, 2013.

  
Notary Public

My Commission Expires:



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**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Address of the Member and Manager.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

**ATALLAH INVESTMENT GROUP, LLC**

a limited liability company (or organizing) under the laws of the State of Florida, with its principal office at 926 Johnson Street, Hollywood, FL 33019, has named IMAD YOUSSEF as its agent to accept service of process within this state and the office of the registered agent is located at 926 Johnson Street, Hollywood, FL 33019.

**MEMBER:**

**SPECIFIC ADDRESS**

GHAZI ATALLAH

945 Al Wasl Road, P.O. Box 500077  
Dubai, United Arab Emirates

**MANAGERS:**

IMAD YOUSSEF

926 Johnson Street  
Hollywood, FL 33019

GHAZI ATALLAH

945 Al Wasl Road, P.O. Box 500077  
Dubai, United Arab Emirates

NAJI ATALLAH

3480 Dagenais Blvd. West  
Laval PQ H7P1V6


Dated this day of 10 day of January, 2013.

  
IMAD YOUSSEF

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ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other individuals of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
IMAD YOUSSEF  
Registered Agent

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