



# Prentice Hall Legal & Financial Services

APR 1995 (904) 222-7495

1201 DAYS STREET, SUITE 105  
TALLAHASSEE, FL 32301

CHARTER NUMBER

CORPORATION(S) NAME

CHARTER NUMBER

*Frank E. ...*

# L95000000120

- |   |   |
|---|---|
| <input type="checkbox"/> Amendment                    | <input type="checkbox"/> Merger                               |
| <input type="checkbox"/> Annual Report                | <input type="checkbox"/> Name Reservation                     |
| <input type="checkbox"/> Change of Registered Agent   | <input type="checkbox"/> Name Registration                    |
| <input type="checkbox"/> Dissolution/Withdrawal       | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication                | <input type="checkbox"/> Other                                |
| <input type="checkbox"/> Fictitious Business Name     | <input type="checkbox"/> Profit/Articles of Incorporation     |
| <input type="checkbox"/> Foreign - Profit             | <input type="checkbox"/> Reinstatement                        |
| <input type="checkbox"/> Foreign - Non-Profit         | <input type="checkbox"/> Resignation of R.A., Off/Dir         |
| <input type="checkbox"/> Limited Partnership          | <input type="checkbox"/> Trademark                            |
| <input checked="" type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1                         |
| <input type="checkbox"/> Mtr. Veh.                    | <input type="checkbox"/> UCC/Filing 3                         |

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS                  |
| <input type="checkbox"/> Photocopy                 | <input type="checkbox"/> Good Standing        |
| <input type="checkbox"/> Corporate Print-Out       | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search   |   |

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 4/5 12:00 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mia BY: AMS  
BRANCH RECEIVING: Tally BY: AMS  
REF/JOB # \_\_\_\_\_  
CLIENT MATTER # \_\_\_\_\_  
SAME DAY \_\_\_\_\_ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_  
VERBAL REQUESTED: YES OR NO \_\_\_\_\_  
DATE SENT: 4/5 MAIL FAX \_\_\_\_\_ FED EXP. \_\_\_\_\_  
FILED: 4/5  
SENT TO BRANCH \_\_\_\_\_ CLIENT AMS  
SPECIAL INSTRUCTIONS: ...

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1995

PRENTICE HALL

TALLAHASSEE, FL

SUBJECT: E-Z DRINK BABY PRODUCTS, L.C.  
Ref. Number: W95000003007

We have received your document for E-Z DRINK BABY PRODUCTS, L.C. and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$35.00 due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 195A00005753

FILED  
\$5 FEB - 9 1995

FILED  
\$5 FEB - 9 1995

ARTICLES OF ORGANIZATION  
OF  
E-Z DRINK BABY PRODUCTS, L.C.

FILED  
95 FEB-9 11 13

ARTICLE I

NAME

The name of this limited liability company shall be E-Z DRINK BABY PRODUCTS, L.C. and its mailing address is 1110 Meadow Lake Way, Apt. 100, Winter Springs, Florida 32708 and the principal place of business shall be located at 1110 Meadow Lake Way, Apt. 100, Winter Springs, Florida 32708.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 1110 Meadow Lake Way, Apt. 100, Winter Springs, Florida 32708, and the initial registered agent of this Company at that address shall be RAMON MOSER. The Company may change its registered agent or the location of its

EFFECTIVE DATE  
2-8-95

registered office, or both, from time to time without amendment of these articles of organization.

#### ARTICLE V

##### MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the members, and the names and street addresses of the managing members are:

Ramon Moser  
1110 Meadow Lake Way,  
Apt. 100  
Winter Springs, FL 32708

Gustavo Moser  
c/o Ramon Moser  
1110 Meadow Lake Way,  
Apt. 100  
Winter Springs, FL 32708

Antonio Valeri  
c/o Ramon Moser  
1110 Meadow Lake Way,  
Apt. 100  
Winter Springs, FL 32708

David Taurel  
c/o Ramon Moser  
1110 Meadow Lake Way,  
Apt. 100  
Winter Springs, FL 32708

#### ARTICLE VI

##### REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Board of Managers.

#### ARTICLE VII

##### ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined unanimously by the Board of Managers.

#### ARTICLE VIII

##### DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

##### DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the

remaining Members shall continue the business of the Company pursuant to the applicable provisions of law and the Regulations.

ARTICLE IX

AMENDMENT

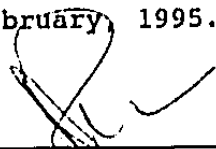
This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 8 day of February, 1995.

  
\_\_\_\_\_  
Ramon Moser (SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

E-Z DRINK BABY PRODUCTS, L.C. (the "Company") desiring to organize as a limited liability company or qualify under the laws of the State of Florida has named and designated RAMON MOSER as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1110 Meadow Lake Way, Apt. 100, Winter Springs, Florida 32708.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8 day of February, 1995.

  
\_\_\_\_\_  
Ramon Moser  
Registered Agent

FILED  
95 FEB -9 AM 7:18  
TAMPA, FLORIDA

**AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared RAMON MOSER, who, upon first being duly sworn, deposes and says:

1. That he is a member of E-Z DRINK BABY PRODUCTS, L.C., a limited liability company, and has the authority to make this Affidavit on its behalf.

2. That the company has at least two (2) members.

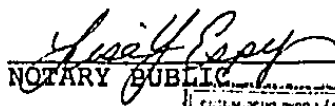
3. That the amount of the cash and the description and agreed value of property other than cash contributed by the members and the total amount anticipated to be contributed by the members is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

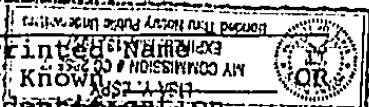


Ramon Moser

SWORN TO and SUBSCRIBED  
before me this 04 day  
of February, 1995.

  
NOTARY PUBLIC

Typed or Printed Name  
Personally Known  
Produced Identification  
Type of ID Produced FL. DRIVERS LICENSE


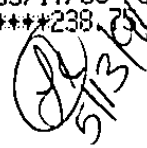


FILED  
95 FEB -9 AM 7:18

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

96 MAY -1 AM 3:03

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mathias Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> <b>\$ 238.75</b>		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # L95000000120</b>  E-Z DRINK BABY PRODUCTS, L.C. 1110 MEADOW LAKE WAY, 100 WINTER SPRINGS FL 32708		1a. Principal Place of Business Address  1110 MEADOW LAKE WAY, 100 WINTER SPRINGS FL 32708	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a			
2. Principal Place of Business 390 WSR 434 Suite, Apt #, etc 206 City & State LONGWOOD, FL Zip 32750		2a. Mailing Address  Suite, Apt #, etc  City & State  Zip Country USA	
3. Date Organized or Qualified 02/08/1995		3a. State of Formation FL	
4. FET Number 59-3297375		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$5.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  MOSER, RAMON 1110 MEADOW LAKE WAY, 100 WINTER SPRINGS FL 32708		8. Name and Address of New Registered Agent  Name RAMON MOSER Street Address (P.O. Box Number is Not Acceptable) 602 S. Pinto Ct. Suite, Apt #, etc  City WINTER SPRINGS FL Zip Code 32708	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations			
SIGNATURE _____ <small>(If not a registered agent accepting appointment, a registered agent signature is required when reinstating)</small>		DATE <u>April 16, 96</u>	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MOSER, RAMON	1110 MEADOW LAKE WAY, 100	WINTER SPRINGS FL
MGRM	VALERI, ANTONIO	1110 MEADOW LAKE WAY, 100	WINTER SPRINGS FL
MGRM	MOSER, GUSTAVO	1110 MEADOW LAKE WAY, 100	WINTER SPRINGS FL
MGRM	TAUREL, DAVID	1110 MEADOW LAKE WAY, 100	WINTER SPRINGS FL
			700001827747 -05/17/96--0117--024 ***238.75 ***238.75 
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address			
SIGNATURE: _____ <small>(Signature of Limited Liability Company or Successor Managing Member or Manager)</small>		Date <u>April 16, 96</u>	