

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 321 3303 FAX

800-342-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 687676 83648A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : September 20, 1995

ORDER TIME : 12:36 PM

ORDER NO. : 687676

CUSTOMER NO: 83648A

CUSTOMER: Michael P. Gable, Esquire  
MICHAEL P. GABLE, ESQ

Suite 735 S  
4000 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILING

NAME: SHEILA G. BRANDS, L.C.

XX ARTICLES OF ORGANIZATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN SEP 21 1995

FILED  
95 SEP 20 AM 9 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 SEP 20 10 10

NR R95-2662

LAW OFFICE OF  
**MICHAEL P. GABLE**  
PRESIDENTIAL CIRCLE  
4000 HOLLYWOOD BOULEVARD, SUITE 735 SOUTH  
HOLLYWOOD, FLORIDA 33021-6744

BROWARD (305) 966-2501  
DADE (305) 374-4344  
FAX (305) 964-2204

September 10, 1995

Florida Department of State  
Division of Corporations  
New Filing Section  
400 East Gaines Street  
Tallahassee, FL 32309

Re: Sheila G. Brands, L.C.

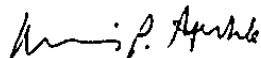
Dear Sir/Madam:

Enclosed for filing are the following:

1. my client's check in the amount of \$337.50 (representing your \$250 filing fee, \$35 for the Registered Agent Designation, and \$52.50 fee for a certified copy);
2. Articles of Organization Sheila G. Brands, L.C.;
3. Regulations of Sheila G. Brands, L.C.;
4. Affidavit of Membership And Contributions; and
5. Statement Designating Registered Agent.

Kindly provide my representative with confirmation of your receipt, and with the certified copy of the Articles of Organization.

Respectfully,



Michael P. Gable  
MPG/ad  
Enclosures as stated

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ARTICLES OF ORGANIZATION

OF

SHEILA G. BRANDS, L.C.

FILED  
95 SEP 20 AM 9 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SHEILA G. BRANDS, L.C., and its principal office shall be located at 12300 S.W. 53rd Street, Cooper City, Broward County, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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, association, 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,

Prepared by: Michael P. Gable  
Florida Bar No. 275530  
4000 Hollywood Blvd., Suite 735 South  
Hollywood, FL 33021-6744  
305-966-2501

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 majority weighted vote (see Article IV).

#### **ARTICLE IV** **MANAGEMENT, CONTROL AND WEIGHTED VOTING**

Management and control of this limited liability company is reserved to its members, whose names, addresses and control percentages (i.e. weighted vote(s)), are as follows:

Sheila Geller	698 N.W. 107 Lane, Coral Springs, FL 33071, 49% control/weighted vote
Victoria Leggett	9050 N.W. 68 Court, Parkland, FL 33067, 25.5% control/weighted vote
Linda Chiodo	2852 Edgewater Drive, Ft. Lauderdale, FL 33332, 25.5% control/weighted vote

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

The existing members shall have the right to admit new members in accordance with the regulations of the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred other than in accordance with the regulations of the limited liability company.

On the death, incapacity or disability of a member, the deceased, incapacitated or disabled member's interest shall be transferred, and the remaining members (including the transferee) shall have the right to continue the business, in accordance with the regulations of the limited liability company.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 each shall be paid by Linda Chiodo and Victoria Leggett. Sheila Geller, who possesses certain "formulas," is deemed to have contributed the sum of \$0,800.00 in kind, based upon the submission of the formulas to the company, and based upon her execution of a noncompetition agreement. Additional contributions will be made as required for investment purposes, as determined by a majority weighted vote.

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 in the following percentages:

Sheila Geller	51%
Victoria Leggett	24.5%
Linda Chiodo	24.5%

Notwithstanding the foregoing, control and weighted votes shall be as set forth in Article IV hereof.

(b) 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 the preceding percentages.

ARTICLE VIII  
DURATION

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

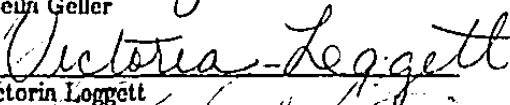
ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

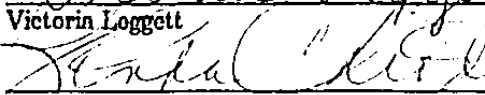
The address of the initial registered office of the limited liability company is 4000 Hollywood Boulevard, Suite 735 South, Hollywood, Broward County, Florida, and the name of the company's initial registered agent at that address is Michael P. Gable.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SHEILA G. BRANDS, L.C.

Executed by the undersigned at Hollywood, Florida on August 30, 1995.

  
\_\_\_\_\_  
Sheila Geller

  
\_\_\_\_\_  
Victoria Leggett

  
\_\_\_\_\_  
Linda Chiodo

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA                 }  
  } SS:  
COUNTY OF BROWARD            }

In compliance with Florida Statutes Section 008.407(2), the undersigned member or authorized representative of a member of SHEILA G. BRANDS, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. The agreed upon value of property other than cash contributed by the members is \$0,800.00. Such property is being contributed by Sheila Geller and consists of formulas in her possession which are to be relinquished to the company for the purposes of manufacturing product.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,800.00. This total includes the amounts from 2 and 3 above.

Linda Chiodo  
Linda Chiodo

The foregoing instrument was acknowledged before me this 1ST day of SEPTEMBER, 1995 by LINDA CHIODO, on behalf of SHEILA G. BRANDS, L.C., a limited liability company. She is personally known to me.



Robin Brandi  
Signature of Notary Public

ROBIN BRANDI  
Typewritten name of Notary Public

Commission expiration date:

**STATEMENT DESIGNATING REGISTERED AGENT**

FILED  
95 SEP 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA        }  
                              } SS:  
COUNTY OF BROWARD     }

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SHEILA G. BRANDS, L.C.

The name of the registered agent for SHEILA G. BRANDS, L.C. is Michael P. Gable, and the street address of the company's principal office where the agent is located is 4000 Hollywood Boulevard, Suite 735 South, Hollywood, Florida 33021.

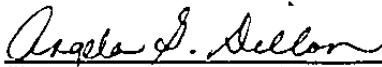
This statement is to acknowledge that, as indicated above, SHEILA G. BRANDS, L.C. has appointed me, Michael P. Gable, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

August 30, 1995.



Michael P. Gable

The foregoing instrument was acknowledged before me this 30 day of August, 1995 by MICHAEL P. GABLE, agent on behalf of SHEILA G. BRANDS, L.C., a limited liability company. He is personally known to me.



Signature of Notary Public

ANGELA G. DILLON

Typewritten name of Notary Public

Commission expiration date:

c:\wp51\corp\chiodo-sheila.af2



L95000000723

AVILA & GARCIA, P.A.  
ATTORNEYS AT LAW

CARLOS E. AVILA  
MARLENE GARCIA

DANIELA FAVARO CARVALHO  
LEENEDONNA THOMAS  
OF COUNSEL

801 Brickell Key Drive  
Suite E  
Miami, Florida 33131  
305/376-0188  
Fax 305/376-0181

TO WHOM IT MAY CONCERN

PLEASE SEND US A LETTER OF ACKNOWLEDGEMENT ONCE THE DISSOLUTION IS EFFECTIVE.

FILED  
96 MAY 15 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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-04/25/96--01085--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Voldis

VS MAY 17 1996





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 6, 1996

AVILA & GARCIA, P.A.  
601 BRICKELL KEY DR., STE. E  
MIAMI, FL 33131

SUBJECT: SHEILA G. BRANDS, L.C.  
Ref. Number: L9500000723

RECEIVED  
56 MAY 15 AM 9:48  
DIVISION OF CORPORATIONS

We have received your document for SHEILA G. BRANDS, L.C. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the attached form by checking one in blocks 4 & 5.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 796A00021804

**ARTICLES OF DISSOLUTION  
FOR  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
96 MAY 15 AM 11:54  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is Sheila G. Brande, L.C.

2. The effective date of the limited liability company's dissolution is March 31, 1996

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

(b) By the unanimous written agreement of all members

**4. CHECK ONE:**

☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-

☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

**6. CHECK ONE:**

☒ There are no suits pending against the company in any court.  
-OR-

☐ Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Signatures of all members :

Signature

Typed or Printed name

Sheila Geller  
Linda Chiodo  
Victoria Leggett

SHEILA GELLER  
LINDA CHIODO  
Victoria Leggett