



L95000000918

ACCOUNT NO. : 072100000032

REFERENCE : 047509 4336812

AUTHORIZATION :

COST LIMIT : \$ 25.00

*Patricia Pajot*

ORDER DATE : February 23, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 047509-020

CUSTOMER NO: 4336812

900003768019--7

CUSTOMER: Jay Fox, Esq  
O'donnell & Fox, P.c.  
880 Third Avenue

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: K.V.D., L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1155

EXAMINER'S INITIALS:

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AND  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

*10-8-01*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 26, 2001

CSC  
SANDRA MATHIS

SUBJECT: K.V.D., L.C.  
Ref. Number: L95000000918

We have received your document for K.V.D., L.C. and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The new registered agent must sign accepting the designation.

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 (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 201A00012036

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
K.V.D., L.C.**

**FIRST:** The date of filing of the articles of organization was November 28, 1995.

**SECOND:** The following amendments to the articles of organization were adopted by the limited liability company:

(a) Article I of the Articles of Organization is deleted and the following new Article I is substituted in its place to read as follows:

**"ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be K.V.D., L.C., and its principal office shall be located at 9441 Harding Avenue, Surfside, Florida 33154, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate."

(b) Article VI of the Articles of Organization is deleted and the following new Article VI is substituted in its place to read as follows:

**"ARTICLE VI  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as

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required for investment purposes, as determined by unanimous consent of the member or the members as the case may be. The Member will make contributions in proportion to his membership interest."

(c) Article VII of the Articles of Organization is deleted and the following new Article VII is substituted in its place to read as follows:

"ARTICLE VII  
PROFITS AND LOSSES

(a) Profit Sharing. The member 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. The member shall be entitled to the distributive share of profits as follows:

(1) to ISAAC MAIZES: 100%

The distributive share of the profits shall be determined and paid to the member each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of the original Articles of Organization with the Florida Secretary of State.

(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 member in the following shares:

(1) ISAAC MAIZES: 100%."

(d) Article IX of the Articles of Organization is deleted and the following new Article IX is substituted in its place to read as follows:

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"ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the limited liability company is currently 9441 Harding Avenue, Surfside, Florida 33154, and the name of the company's current registered agent at that address is Jose Pedreira.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes an amendment to the initial Articles of Organization of K.V.D., L.C. heretofore filed with the State of Florida."

(e) A new article to be designated Article X is hereby added to the Articles of Organization to read as follows:

"ARTICLE X  
DESIGNATION OF OFFICERS

The member or members of this limited liability company shall have the right from time to time in his or their sole and absolute discretion to engage and appoint individuals to serve as officers of this company. Such officers shall serve at the pleasure of the member or members who may terminate their services at any time. The initial officers shall be:

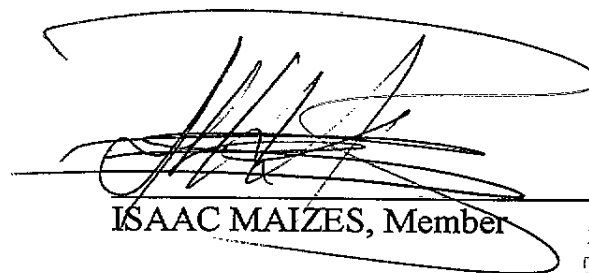
Jay Fox  
880 Third Avenue, 9<sup>th</sup> Fl.  
New York, NY 10022

President

Jose Pedreira  
9441 Harding Avenue  
Surfside, FL 33154"

Secretary

Dated: December 30, 2000

  
ISAAC MAIZES, Member

Filing Fee: \$25.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

  
(Signature of Registered Agent) JOSE PEDREIRA

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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RX TIME : 02/28 '01 12:42

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