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PRESTIGE HALL

LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971890 11422A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 337.50

ORDER DATE : May 31, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 971890

CUSTOMER NO: 11422A

CUSTOMER: Louis R. Montello, Esq  
CHEEZEM MONTELLO & KENNEY

Suite 1200  
701 Brickell Avenue  
Miami, FL 33131

200001845962

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 MAY 31 AM 10:17

DOMESTIC FILING

NAME: PUMP BY THE SEA L.C.

EFFECTIVE DATE:

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:

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96 MAY 31 AM 11:08  
DIVISION OF CORPORATIONS

*flc/3/96*

**ARTICLES OF ORGANIZATION**

**OF**

**PUMP BY THE SEA L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLE I**

**Name**

The name of the limited liability company is Pump By The Sea L.C. (hereinafter called the "Company").

**ARTICLE II**

**Duration**

The existence of the Company shall continue until 12:01 a.m. of the day that is the thirtieth anniversary of the date of filing of these Articles of Organization, unless sooner dissolved according to law.

**ARTICLE III**

**Principal Office**

The mailing address and the street address of the principal office of the Company is 4353 N. Ocean Avenue, Lauderdale By The Sea, Florida 33308.

**ARTICLE IV**

**Management**

The Company is to be managed by the members and the names and addresses of the managing members are:

Nikola Beraha  
2235 N.W. 60th Road  
Boca Raton, Florida 33496

J.A.A.I. CORP.  
9733 Arbor Oaks Lane, #201  
Boca Raton, Florida 33428

Major American Marketing  
International Corporation  
6318 N.W. 23rd Street  
Boca Raton, Florida 33434

## ARTICLE V

### Restrictions on Membership and Right to Continue After Withdrawal of a Member

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 Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon 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 Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

## ARTICLE VI

### Initial Registered Office and Registered Agent

The street address of the Company's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, City of Miami, County of Dade, and the name of its initial registered agent at such office is Louis R. Montello.

## ARTICLE VII

### Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Pump By The Sea L.C.

Executed by the undersigned at Miami, Florida, this 30th day of May, 1996.



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Nikola Beraha

J.A.A.I. CORP.

By: 

Jose Benzaquen,  
President

MAJOR AMERICAN MARKETING  
INTERNATIONAL CORPORATION

By: 

Mendel Feigenbaum,  
President

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Pump By The Sea L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



Louis R. Montello,  
Registered Agent

May 30, 1996

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR  
PUMP BY THE SEA L.C.**

The undersigned members, Nikola Beraha, J.A.A.I. Corp. and Major American Marketing International Corporation, of Pump By The Sea L.C. (the "Company"), depose and say:

1. The Company has at least two members.
2. The total amount of cash to be contributed by the Company's members is Four Hundred Sixty Thousand Dollars (\$460,000).
3. No property other than cash has been contributed by the Company's members.
4. The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



\_\_\_\_\_  
Nikola Beraha

J.A.A.I. CORP.

By: 

\_\_\_\_\_  
John Benzaquen,  
President

MAJOR AMERICAN MARKETING  
INTERNATIONAL CORPORATION

By: 

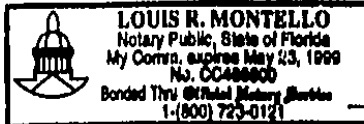
\_\_\_\_\_  
Mendel Feigenbaum,  
President

STATE OF FLORIDA

COUNTY OF DADE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 31 AM 10:17

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by Nikola Beraha, who is personally known to me.



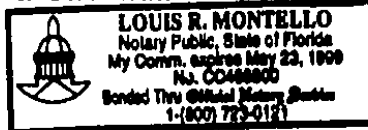
A handwritten signature of Louis R. Montello in dark ink.

Louis R. Montello

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by Jose Benzaquen as President for J.A.A.I. Corp., a Florida corporation. He is personally known to me.



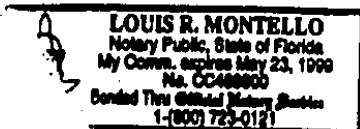
A handwritten signature of Louis R. Montello in dark ink.

Louis R. Montello

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by Mendel Feigenbaum as President for Major American Marketing International Corporation, a Florida corporation. He is personally known to me.



A handwritten signature of Louis R. Montello in dark ink.

Louis R. Montello