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SECRETARY OF STATE
DIVISION OF CORPORATION
96 JUN 12 AM 11:07

AMERILAWYER®
(Requestor's Name)
343 ALMERIA AVENUE
(Address)
CORAL GABLES, FL 33134 - (305) 445-2700
(City, State, Zip) (Phone #)

OFFICE USE ONLY

000001861500
-06/13/96- 01055--001
****285.00 ****285.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PRICELESS ADVERTISING GROUP, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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6-12-96
Examiner's Initials WJW

**ARTICLES OF ORGANIZATION
OF
PRICELESS ADVERTISING GROUP, L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **PRICELESS ADVERTISING GROUP, L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1445 Alton Road, Miami Beach, Florida 33139 and the mailing address shall be the same.

ARTICLE 3 - DURATION

Subject to the provisions of Article 9, the Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 4 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



ARTICLE 5 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer® Chartered, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6 - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

The actual amount of cash contributed by the members as of formation of the Company is \$2,000. Theroafter each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members and pursuant to Florida Statute Section 608.412.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.



ARTICLE 9 - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

Gianpaolo W. Bini
4864 Grosvenor Avenue
Montreal, Quebec H3W2M1

Steeve Benzrihem
5717 Melling Avenue
Montreal, Quebec H4W2C5

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at , Florida, for the foregoing uses and purposes, this 11th day of June, 1996.


Gianpaolo W. Bini, Members
Steeve Benzrihem, Members

AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 - (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer® Chartered

By: 
Natalia Lopera, Vice President

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ARTLIMES



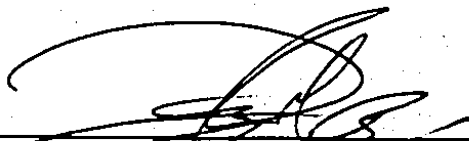
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF PRICELESS
ADVERTISING GROUP, L.C.**

The undersigned member or authorized representative of a member of
PRICELESS ADVERTISING GROUP, L.C. deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$2,000.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ NONE. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by the member(s) is \$2,000.



Signature of a member or authorized representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

