

JUL-29 '96 17:04 FROM: XL CORP & RESEARCH 212-431-1441

TO: FLORIDA SOS

PAGE: 05

7/26/96
1:33 PM

FLORIDA DIVISION OF CORPORATIONS

((H96000010409))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
CORPORATE SERVICE

FROM: BLUMBERG/EXCELSION

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

62 WHITE ST

NEW YORK NY 10013- -4610

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
FAX: (212) 431-1441

((H96000010409))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: THE ENGLEWOOD COMPANY, LLC

FAX AUDIT NUMBER: H96000010409

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/26/1996

TIME REQUESTED: 13:33:48

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$337.50

ACCOUNT NUMBER:

075350000353

Note: Please print this page and use it as a cover sheet when submitting

documents to the Division of Corporations. Your document cannot be processed

without the information contained on this page. Remember to type the Fax Audit

number on the top and bottom of all pages of the document.

((H96000010409))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

96 JUL 31 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA

15241

7/31

NOV 1996

96 JUL 29 PM 1:24

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 30, 1996

BLUMBERG/EXCELSIOR

NEW YORK, NY

SUBJECT: THE ENGLEWOOD COMPANY, LLC
REF: W96000015841

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E96000010409
Letter Number: 396A00036513

RECEIVED 80 09 30 1996

64:Z HV 16 709 96

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is: **THE BREEZWOOD INTERNATIONAL COMPANY, LLC**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: 2371 Collins Avenue, Suite B571, Miami Beach, FL 33139.

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: December 31, 2021.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are:

Dina Malamuth, Residence Flora, Via Cassia 699 00189, Rome Italy
David Malamuth, Largo del'Olgiate, 00123 Olgiate, Rome, Italy

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be by unanimous consent.

Blumberg Escelsior
62 White Street
New York, NY 10013
212-431-5000

H96000010409

FILED
96 JUL 31 PM 9 42
SECRET
2011

1196000010409

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of THE ENGLEWOOD INTERNATIONAL COMPANY, LLC deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$25,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0.00;
- 4) the total amount of cash or property anticipated to be contributed by members is \$25,000.00. This total includes amounts from 2 and 3, above.



Dina Melamuth

SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER.
(IN ACCORDANCE WITH SECTION 888.006(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.)

Blumberg Excelsior
62 White Street
New York, NY 10013
212-431-5000

1196000010409

H96000010409

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE LIMITED LIABILITY COMPANY IS: _____

THE EXCELSIOR INTERNATIONAL COMPANY, LLC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

GIULIANA LEONI MALTAGLIATI

2371 Collins Avenue (Suite B-517)

Miami Beach, Florida 33139

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

July 22, 1996

DATE

FILED
96 JUL 31 11 9 43
SECRET
FALL 1996

Blumberg Excelsior
62 White Street
New York, NY 10013
212-431-5000

H96000010409