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ANDREW B. BLASI
THOMAS A. PIKE

LAW OFFICES OF
BLASI & PIKE, P.A.
ARVITA PARKWAY CENTER, SUITE 445
7900 GLADYS ROAD
BOCA RATON, FLORIDA 33434

(954) 483-8700
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September 26, 1996

Via UPS Second Day Air
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001960361
-10/01/96--01022--001
****337.50 ****337.50

Re: **Extremes Clothing, L.C.**

Dear Sir or Madam:

Please find enclosed the following documentation for filing:

- (1). Articles of Organization;
- (2). Affidavit of Membership and Contributions; and,
- (3). Certificate of Designation of Registered Agent/Office

Also enclosed is our check in the amount of \$337.50, to cover the filing fee. Please return a certified copy of the Articles of Organization to this office via federal express. For this purpose, we are enclosing a pre-addressed Federal Express air bill.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

BLASI & PIKE, P.A.

By: Andrew B. Blasi

Andrew B. Blasi, Esq.

ABB/ah

OCT 3 1996 BSB

FILED
96 SEP 30 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
EXTREMES CLOTHING, L.C.**

FILED
96 SEP 30 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PURPOSE**

The name of the Limited Liability Company being herewith formed pursuant to and in accordance with the provisions of Section 608.407(1), Florida Statutes, is **EXTREMES CLOTHING, L.C.** The purpose of this limited liability company is to conduct all such activities as are permissible under law.

**ARTICLE II
ADDRESS**

The street address of the principal office of **EXTREMES CLOTHING, L.C.** is 191 Coconut Palm Road, Boca Raton, Florida 33432, and the mailing address of **EXTREMES CLOTHING, L.C.** is 191 Coconut Palm Road, Boca Raton, Florida 33432.

**ARTICLE III
DURATION**

The period of duration for **EXTREMES CLOTHING, L.C.** shall be FIFTY (50) years, unless sooner dissolved in a manner provided by law or by the unanimous written agreement of all the members.

**ARTICLE IV
MANAGEMENT**

The management of **EXTREMES CLOTHING, L.C.** shall be reserved to the members, whose names and addresses are:

1. **ALEXEI ALEXEENKO**
191 Coconut Palm Road
Boca Raton, Florida 33432
2. **ARTEM V. SHCHERBAN**
191 Coconut Palm Road
Boca Raton, Florida 33432

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members, and the

terms and conditions of such admissions, shall be determined by the unanimous consent of the members.

ARTICLE VI REMAINING MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members to continue the business of the Company 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 **EXTREMES CLOTHING, L.C.** shall be determined by the unanimous consent of all remaining members.

ARTICLE VII AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Section 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall be also signed by the member so added.

ARTICLE VIII REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members. Regulations adopted by the members may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed.

ARTICLE IX INFORMAL ACTION OF MEMBERS

Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

ARTICLE X TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a member of this Company may not be transferred or assigned without the unanimous written consent of all of the members.

ARTICLE XI
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

(1) A member shall not receive out of the Company any property or any part of its contribution to capital until:

(a) all liabilities of the Company, except liabilities to members on account of their contribution to capital, have been paid or sufficient property of the Company remains to pay them, or

(b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded, or

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

(2) A member shall be entitled to the return of its contribution in accordance with the following percentage ownership interests of the members.

| <u>NAME</u> | <u>PERCENTAGE OF OWNERSHIP INTEREST</u> |
|---|---|
| 1. Alexei Alexeenko 191 Coconut Palm Road Boca Raton, Florida 33432 | 30% |
| 2. Artem V. Shcherban 191 Coconut Palm Road Boca Raton, Florida 33432 | 70% |

ARTICLE XII
PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to a distributive share of the Company's profits in amount equal to their percentage of ownership interest set forth in Article XI. The distributive share of the profits shall be determined and paid to the members on such periodic basis as the members shall unanimously determine, but in no event less frequently than annually. Any losses that occur in the operation of the Company's business shall be paid out of the Company's capital.

ARTICLE XII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is

7900 Glades Road, Suite 445, Boca Raton, Florida 33434. The name of the Company's initial registered agent at that address is Law Offices of Blasi & Pike, P.A.

IN WITNESS WHEREOF, the undersigned members of **EXTREMES CLOTHING, L.C.** hereby set their hands and seals unto these Articles of Organization by execution of the undersigned members at Boca Raton, Florida, this 26 day of September, 1996.

MEMBERS:

A. Alexeenko
ALEXEI ALEXEENKO

Artem V. Shcherban
ARTEM V. SHCHERBAN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 26 day of September, 1996, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared **ALEXEI ALEXEENKO and ARTEM V. SHCHERBAN**, [☒] who are both personally known to me [☐] who both produced _____, as identification, the persons described in and who executed the foregoing instrument and [☒] who did [☐] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 26 day of September, 1996.



Thomas A. Pelt
MY COMMISSION # 00047004 EXPIRES
April 15, 2000
GIVEN THAT THEY ARE MEMBERS, ETC.

Thomas A. Pelt
Notary Public, State of _____

(Print Name of Notary)

My commission expires:

**EXTREMES CLOTHING, L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned members of **EXTREMES CLOTHING, L.C.** herewith depose and state:

1. The above-named Florida limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is: \$10,000.00.

3. The agreed value of property other than cash contributed by the members is \$100.00.

4. The total amount of cash and/or property anticipated to be contributed by members is \$100,000.00. This total amount includes the amounts from Paragraphs 2 and 3 above.

MEMBERS:

Alexei Alexeenko
ALEXEI ALEXEENKO

Artem V. Shcherban
ARTEM V. SHCHERBAN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 26 day of September, 1996, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared ALEXEI ALEXEENKO and ARTEM V. SHCHERBAN, [☒] who are both personally known to me [] who both produced _____, as identification, the persons described in and who executed the foregoing instrument and [☒] who did [] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 26 day of September, 1996.

Thomas A. Finn
Notary Public, State of _____

MY COMMISSION EXPIRES:

(Print Name of Notary)



Thomas A. Finn
MY COMMISSION # CC047804 EXPIRES
April 16, 2000
BORNED FROM THE FIRM INSURANCE, INC.

**EXTREMES CLOTHING, L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 SEP 30 AM 9:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **EXTREMES CLOTHING, L.C.**
2. The name and address of the Registered Agent and Office is:

**Law Offices of Blasi & Pike, P.A.,
7900 Glades Road, Suite 445
Boca Raton, FL 33434**

Having been named as registered agent and to accept service 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 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.

LAW OFFICES OF BLASI & PIKE, P.A.

BY: *Andrew B. Blasi*
ANDREW B. BLASI, PRESIDENT

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 26 day of September, 1996, before me, an officer duly authorized in the State of Florida, County of Palm Beach aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, who is the President of Law Offices of Blasi & Pike, P.A. and who is personally known to me, the person described in and who executed the foregoing instrument and [] who did not take an oath, on behalf of said professional corporation.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 26 day of September, 1996.

My Commission Expires:

Thomas A. Pilo
Notary Public, State of Florida

(Print Name of Notary)



Thomas A. Pilo
MY COMMISSION # 00647004 EXPIRES
April 15, 2000
BONDED THROUGH TRAVELERS INSURANCE, INC.