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L96000007788



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153144 80790A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 153144-005

CUSTOMER NO: 80790A

CUSTOMER: Ms. Kathy Whitaker  
RICHARD J. HAZEN, ESQ

227 Pensacola Road

Venice, FL 34285

400002008224--0

-11/19/96--01120--025

\*\*\*\*397.50 \*\*\*\*293.75

DOMESTIC FILING

NAME: H & H IMPORTERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED  
96 NOV 13 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 13 PM 12:20  
DIVISION OF CORPORATION

11.14.96  
Ke

FILED  
96 NOV 13 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
H & H IMPORTERS, L.C.**

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

**ARTICLE I - NAME**

The name of the limited liability company shall be H & H IMPORTERS, L.C. ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1744 S. Trail By-Pass, Venice, Florida 34293.

**ARTICLE III - DURATION**

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 December 31, 2046 unless the Company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Heinz Manig, 1744 S. Trail By-Pass, Venice, Florida 34293.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property as follows:

Horst Kuhlmann and Karin Kuhlmann, husband and wife	\$1,000.00
Heinz Manig and Angela Manig, husband and wife	\$1,000.00

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

#### ARTICLE VII - 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 on 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 VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 IX - 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 names and address of the members of the Company are

##### NAME

##### ADDRESS

Horst Kuhlmann and  
Karin H. Kuhlmann

7250 Kenwood Drive  
North Port, FL 34287

Heinz Manig and  
Angela Manig

12134 Chancellor Blvd.  
Port Charlotte, FL 33953

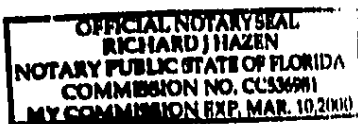
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Venice, Florida, on this 12th day of November, 1996.

  
HORST KUHLMANN

  
HEINZ MANIG

STATE OF FLORIDA  
COUNTY OF SARASOTA

This instrument was acknowledged before me by HORST KUHLMAN, who produced a German Passport No. 1154000128 and HEINZ MANIG, who is personally known to me on this 12th day of November, 1996.



*Richard J. Hazen*  
NOTARY PUBLIC, STATE OF FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of H & H IMPORTERS, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

*Heinz Manig*  
HEINZ MANIG, Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of H & H IMPORTERS, 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 members is \$2,000.00.
3. If any, the agreed value of property other than cash contributed by members is zero.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000.00. This total includes amounts from 2 and 3 above.

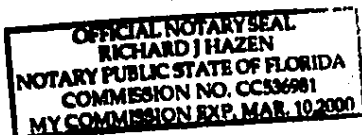
THE AFFIANT SAYS NOTHING FURTHER.

Dated: 11/12/96

  
HEINZ MANIG

STATE OF FLORIDA  
COUNTY OF SARASOTA

This instrument was acknowledged before me by HEINZ MANIG, who is personally known to me on this 12th day of November, 1996.



  
NOTARY PUBLIC, STATE OF FLORIDA

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