

L97000000738

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL -8 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FRENCH KIDS, L.C.
(Proposed corporate name - must include suffix)

000002237870--7
-07/14/97--01184--006
***215.00 ***215.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: _____

000002237870--7
-07/14/97--01184--007
***122.50 ***122.50

LAW OFFICES

FRANK E. AMSALEM, P.A.

420 LINCOLN ROAD - SUITE 258

MIAMI BEACH, FLORIDA 33139

City, State & Zip

(305) 534-4184

Daytime Telephone number

fax (305) 534-8984

NOTE: Please provide the original and one copy of the articles.

BC 1/8

FILED

ARTICLES OF ORGANIZATION OF 97 JUL -8 PM 12:58

FRENCH KISS, L.C.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME

The name of the limited liability company is: **FRENCH KISS, L.C.**

FILED
97 JUL -8 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

PRINCIPAL OFFICE

The street address of the limited liability company's initial principal office is 940 Ocean Drive, Suite 107, City of Miami Beach, County of Dade, State of Florida, 33139. However that limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III.

PURPOSE OR PURPOSES

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III.
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. **Cedric Sarfati**, 29 rue Godefroy Cavaignac, Paris 75011, France.
2. **Harold Allouche**, 2625 Collins Ave., Oceanfront Plaza, Miami Beach, Florida 33139.
3. **Michael Mimoun**, 254 Ocean Blvd., N. Miami Beach, Florida 33160.

Propositions will be made by each of the members of the limited liability company. Said propositions shall be subject to a vote of all of the members of the limited liability company and each member shall have a voting right which is prorata to their share in the limited liability company. All decisions concerning the limited liability company shall be taken on a unanimous vote of all of the members of the limited liability company.

ARTICLE V.
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,110.00, cash shall be paid to the limited liability company by the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII.
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the net profits. The distributive share of the profits shall be determined and paid to the members every three (3) months starting from on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being June, 28th, 1997, or otherwise agreed by the members of the limited liability company.

(a) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the losses.

ARTICLE VIII.
DURATION

The limited liability company shall exist until December 31st, 2027, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX.
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company is 940 Ocean Drive, Suite 107, City of Miami Beach, County of Dade, State of Florida, 33139, and the name of its initial registered agent at such address is Michael Mimoun.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of French Kiss, L.C..

Executed by the undersigned at 420 Lincoln Road, Suite 258, Miami Beach, Florida on July 7, 1997

SARFATI C
Cedric Sarfati

[Signature]
Harold Allouche

[Signature]
Michael Mimoun


STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared **Cedric Sarfati, Harold Allouche, Michael Mimoun**, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida on July 7, 1997.

[Signature]
My Commission Expires: 11/18/2007

 Frank B. Amato
My Commission CC#02283
Expires November 18, 2000
Notary Public, State of Florida

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of French Kiss, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,110.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$1,110.00. This total includes the amounts from 2 and 3 above.

Executed by the undersigned at 420 Lincoln Road, Suite 258, Miami Beach, Florida, 33139 on July 7, 1997


Michael Mimoun

FILED
97 JUL -8 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Michael Mimoun, to me well known to be the person described in and who executed the foregoing affidavit, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida on July 7, 1997



My Commission Expires: 11/18/2007



Frank E. Amador
My Commission CC602283
Expires November 18, 2000

Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

Pursuant to the provisions of sections 608.415 and/or 608.507 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is French Kiss, L.C.
2. The name of the registered agent for French Kiss, L.C. is Michael Mimoun and the street address of the company's principal office where the agent is located is 940 Ocean Drive, Suite 107, Miami Beach, Florida, 33139.
3. This statement is to acknowledge that, as indicated above, French Kiss, L.C. has appointed me, Michael Mimoun, as its agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

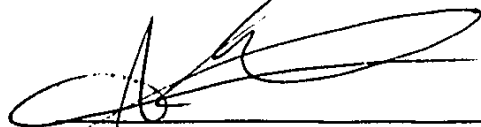
Dated - July 7, 1997


Michael Mimoun

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared **Michael Mimoun**, to me well known to be the person described in and who executed the foregoing Articles of Affidavit, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida on July 7, 1997.


My Commission Expires: 11/18/2007



Notary Public, State of Florida

Frank E. Amsalem
My Commission CC002163
Expires November 18, 2003

FILED
97 JUL -8 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA