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DIVISION OF CORPORATIONS

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CHANDLER R. FINLEY

ANTOINETTE MANCUSI

ADMITTED TO FLORIDA BAR

ADMITTED TO U.S. DIST. CT. SO. FLA.

AMERICAN IMMIGRATION LAWYERS ASSOCIATION

FEDERAL BAR ASSOCIATION

INTERNATIONAL BAR ASSOCIATION

September 16, 1997

BOCA RATON OFFICE:

SUITE 300

1515 N. FEDERAL HWY.

BOCA RATON, FL 33432

TEL: 407-367-0575

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CORRESPONDENT OFFICES:

BRUSSELS

LONDON

PARIS

TORONTO

Via Certified Mail Z 752 123 151

Return Receipt Requested

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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\*\*\*\*337.50 \*\*\*\*337.50

RE: NEW YORK BAY IMPORTS, L.C.

Dear Sir/Madam:

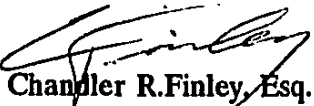
Enclosed please find the original and one (1) copy of the Articles of Organization for the above referenced limited liability company. Upon filing, please return the extra "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$337.50 is enclosed for payment of the filing fees and certificate of registration.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.

  
Chandler R. Finley, Esq.  
CRF/pz  
Enclosure

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

9-19

**STATE OF FLORIDA**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**NEW YORK BAY IMPORTS, L.C.**

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The undersigned, for the purpose of forming a limited liability company pursuant to 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 is **NEW YORK BAY IMPORTS, L.C.**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal place of business of the Limited Liability Company is 1401 Village Blvd., Suite #132, West Palm Beach, Florida 33409.

**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 thirty (30) years from the date of filing, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to operate the business of New York Bay Imports, L.C., 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 V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Affidavit of Membership and Contributions, "Exhibit A", attached herewith and incorporated by reference hereto.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

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

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**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional member 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 to a non-member as set forth in the regulations of the Company only after giving first right of refusal to all the members, 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 upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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 IX - MANAGEMENT**

The Company shall be managed by the members in accordance with the 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 and these Articles of Organization. The names and address of the managing members of the Company are:

**NAME**

**ADDRESS**

Christine Mancini

1401 Village Blvd. #132  
West Palm Beach, FL 33409

Giuseppe Grisio

1401 Village Blvd. #132  
West Palm Beach, FL 33409

**ARTICLE X - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1401 Village Blvd., Suite 132, West Palm Beach, Florida 33409, and the name of its initial registered agent at such address is Christine Mancini.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the foregoing uses and purposes this 15<sup>th</sup> day of September, 1997.

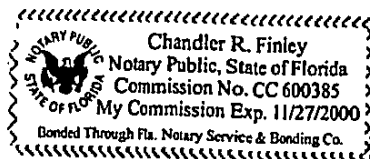
Christine Mancini  
Christine Mancini, Organizer

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me personally appeared Christine Mancini, to me well known to be the organizer(s) of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 15<sup>th</sup> day of September, 1997.

Chandler R. Finley  
Notary Public, State of Florida



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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of New York Bay Imports, L.C., as the registered agent of this limited liability company, hereby consents to the appointment as registered agent of the Company.

Christine Mancini  
Christine Mancini, Registered Agent

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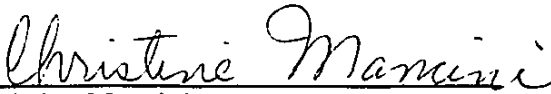
**EXHIBIT "A"**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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

1. the above named limited liability company has at least two (2) members;
2. the total amount of cash contributed by the member(s) is \$30,000;
3. if any, the agreed value of property other than cash contributed by member(s) is \$5,000. A description of such property is attached as Exhibit "B" and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$35,000. This total includes amounts from 2 and 3 above.

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

  
Christine Mancini,  
Authorized Representative


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**EXHIBIT "B"**

**DESCRIPTION OF PROPERTY CONTRIBUTIONS**

1. General Office Equipment & Supplies

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

  
Christine Mancini,  
Authorized Representative