

L98000000085

LAW OFFICE OF
DAVID LEE CARLSON, P.A.
8180 N.W. 36TH ST.
SUITE 100
MIAMI, FLA. 33166

DAVID LEE CARLSON
ESQUIRE

TELEPHONE (305) 592-0733
FAX (305) 592-9699
E-MAIL: NOLESON@AOL.COM

January 13, 1998

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FLORIDA 32301

500002401905--6
-01/15/98--01086--004
****293.75 ****293.75

RE: SERIES INTERNATIONAL SEATING, L.C.

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation for the above proposed new Florida Limited Liability corporation, together with check in the sum of \$293.75 for the following:

Filing fee	\$ 250.00
Registered Agent	35.00
Certificate of Status	8.75

T O T A L \$ 293.75

Thank you for your attention to this matter.

Very truly yours,

DAVID LEE CARLSON

Name	DLC/dlc
Availability	Enclosures
Document Examiner	---
Updater	---
Updater Verifier	C
Acknowledgement	DOC
W. P. Verifier	DOC

FILED
98 JAN 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David Carlson GAVE
AUTHORIZATION BY PHONE TO
add
CORRECT mailing address
DATE 1/26/98
DOC. EXAM. dlc

L98000000085

ARTICLES OF ORGANIZATION
OF
SERIES INTERNATIONAL SEATING., L.C.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a Limited Liability corporation under the laws of the State of Florida.

ARTICLE I.

The name and principal address of the limited liability corporation shall be: The mailing address is the same as the principal address.

SERIES INTERNATIONAL SEATING., L.C.

1375 N.W. 97th Ave.

Suite 12

Miami, Fl., 33172

ARTICLE II.

The general nature of the business to be transacted by the limited liability corporation shall be as follows:

To conduct the business of manufacturing, assembling, selling, importing and/or exporting theater seats and related products, and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts; to buy, sell, assign,

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convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the limited liability corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon limited liability corporations under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

Capital Contributions in the amount of \$ 40,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV.

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

ARTICLE V.

Management of the limited liability company shall be reserved to its members, whose names and addresses are:

Guillermo Younger and Carolina Younger, husband and wife
1375 N.W. 97th Ave., Suite 12
Miami, Fl., 33172

Mauricio Olarte and Maria A. Cortes Olea, husband and wife
1375 N.W. 97th Ave., Suite 12
Miami, Fl., 33172

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98 JUN 15 AM 9:00
CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLE VI.

This limited liability company shall exist until December 31, 2007, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII.

Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at 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 the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.

Guillermo Younger
GUILLERMO YOUNGER

Carolina Younger
CAROLINA YOUNGER

Mauricio Olarte
MAURICIO OLARTE

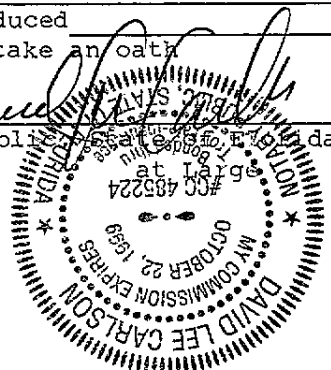
Maria A. Cortes Olea
MARIA A. CORTES OLEA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of January, 1998 by Guillermo Younger who is (are) personally known to me or who produced _____ as identification and who did (did not) take an oath.

David Lee Carlson
Notary Public, State of Florida

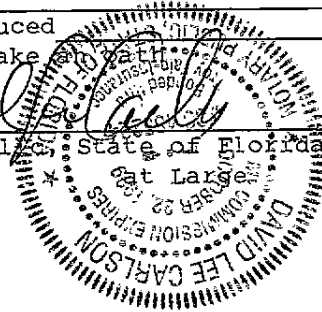
My Commission Expires:



STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Carolina Springer
who is (are) personally known to me or who produced
_____ as identification and who did (did not) take an oath

David Lee Carlson
Notary Public, State of Florida

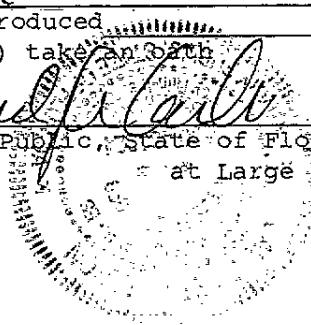


My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Mauricio Olarte
who is (are) personally known to me or who produced
_____ as identification and who did (did not) take an oath

David Lee Carlson
Notary Public, State of Florida

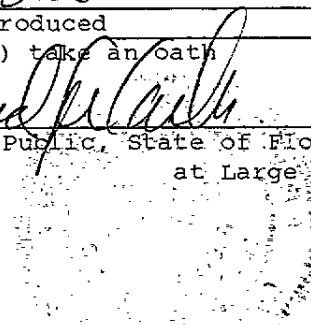


My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Maria A. Cortes Olea
who is (are) personally known to me or who produced
_____ as identification and who did (did not) take an oath

David Lee Carlson
Notary Public, State of Florida

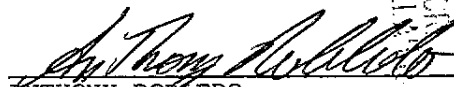


My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
SERIES INTERNATIONAL SEATING., L.C.

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned, ANTHONY ROBLEDO, does hereby certify that he is the Registered Agent for Series International Seating., L.C., a Florida Limited Liability Corporation, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at:

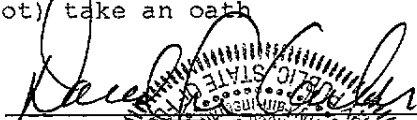
8180 N.W. 36th St.,
Suite 100.,
Miami, Florida, 33166.


ANTHONY ROBLEDO
Registered Agent

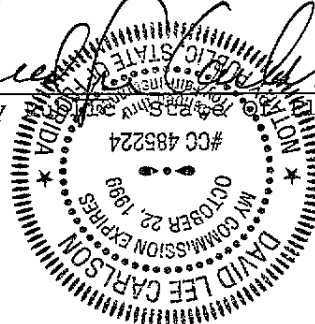
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98 JAN 15 AM 9:00
STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Anthony Robledo
who is personally known to me or who produced _____
as indentionation and who did (did not) take an oath _____


Notary _____ Florida

My Commission Expires:

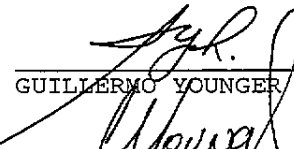


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SERIES INTERNATIONAL SEATING., L.C.

In compliance with Florida Statutes section 608.407(2), the undersigned members of Series International Seating., 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 \$40,000.00
3. If any, the agreed value of property other than cash contributed by members is \$ -0-
4. The total amount of cash or property anticipated to be initially contributed by members is \$40,000.00 . This total includes the amounts from 2 and 3 above.

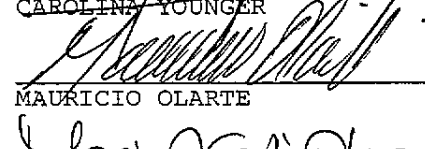
AFFIANT FURTHER SAYETH NAUGHT




GUILLERMO YOUNGER



CAROLINA YOUNGER



MAURICIO OLARTE



MARIA A. CORTES OLEA

L.S.

L.S.

L.S.

The foregoing instrument was acknowledged before me this 9 day of January, 1998 by Guillermo Younger who is a member or agent on behalf of Series International Seating., L.C., a limited liability company. He is personally known to me or he produced _____ as identification.



Notary Signature

Print Name

FILED
98 JAN 15 AM 9:00
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Carolina Younger
who is a member or agent on behalf of Series . International
Seating., L.C., a limited liability company. He is personally known to
me or he produced _____ as identification .

David P. Carlson
Notary signature

Print Name

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Mauricio
who is a member or agent on behalf of Series . International
Seating., L.C., a limited liability company. He is personally known to
me or he produced _____ as identification .

David P. Carlson
Notary signature

Print Name

The foregoing instrument was acknowledged before me this 9
day of January, 1998 by Maria A. Cortes Olex
who is a member or agent on behalf of Series . International
Seating., L.C., a limited liability company. He is personally known to
me or he produced _____ as identification .

David P. Carlson
Notary signature

Print Name