

L98000000630

LAW OFFICES

AMSALEM & CHOUKE, P.A.

777 ARTHUR GODFREY
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MIAMI BEACH, FLORIDA 33140

FRANK E. AMSALEM
ARY CHOUKE

EMAIL ADDRESS: FLALAW@BELLSOUTH.NET

TELEPHONE: (305) 534-4184
FACSIMILE: (305) 531-1708

TRANSMITTAL LETTER

May 1, 1998

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

400002510484--1
-05/05/98--01029--002
*****302.50 *****302.50
400002510484--1
-05/18/98--01145--004
*****35.00 *****35.00

SUBJECT: Perfumes Force International, L.C.

Enclosed please find an original and one (1) copy of the articles of organization and a check for:

☐ \$250.00
Filing Fee

☐ \$258.75
Filing Fees
& Certificates

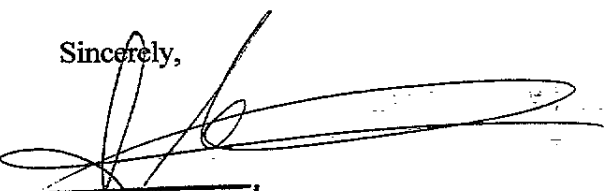
☒ \$302.50
Filing Fee
& Certified Copy

☐ \$311.25
Filing Fee
Certified Copy
& Certificate

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



FILED
98 MAY 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Frank E. Amsalem, Esq.		
Availability	5/18/98		
Document	FEA/fa		
Examiner	Encl.	DCC	
Updater		DCC	
Updater			
Verifier		DCC	
Acknowledgement		DCC	
W. P. Verifier		DCC	

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G. TAX _____
FILING 35.00
R. AGENT FEE _____
C. COPY _____
T. J. _____
N. BANK _____
BALANCE DUE _____
REFUND _____

49980000010256

LAW OFFICES
AMSALEM & CHOUKE, P.A.
777 ARTHUR GODFREY
SECOND FLOOR
MIAMI BEACH, FLORIDA 33140

703

FRANK E. AMSALEM
ARY CHOUKE

EMAIL ADDRESS: FLALAW@BELLSOUTH.NET

TELEPHONE: (305) 534-4184
FACSIMILE: (305) 531-1708

TRANSMITTAL LETTER

May 11, 1998

Diane Cushing
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

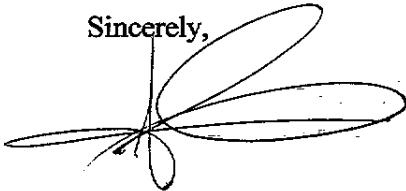
SUBJECT: Perfumes Force International, L.C.

Enclosed please find the articles of organization for the above referenced corporation with both the street address and the mailing address of the corporation. Also please find attached a check in the amount of \$35.00 for the filing fees for the registered agent.

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa
Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 6, 1998

FRANK E. AMSALEM, ESQ.
AMSALEM & CHOUEKE, P.A.
777 ARTHUR GODFREY, SECOND FLOOR
MIAMI BEACH, FL 33140

SUBJECT: PERFUMES FORCE INTERNATIONAL, L.C.
Ref. Number: W98000010256

We have received your document for PERFUMES FORCE INTERNATIONAL, L.C. and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

You failed to include the registered agent fee of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00024981

**ARTICLES OF ORGANIZATION OF
PERFUMES FORCE INTERNATIONAL, L.C.**

FILED
98 MAY 18 AM 11:35
TALLAHASSEE
SECRETARY OF STATE

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: **PERFUMES FORCE INTERNATIONAL, L.C.**

ARTICLE II.

PRINCIPAL OFFICE

The street address of the limited liability company's initial principal office is Seacoat Towers, Suite 3L, 5101 Collins Ave., Miami Beach, Florida 33140. 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. **The mailing address** of the limited liability company is Seacoat Towers, Suite 3L, 5101 Collins Ave., Miami Beach, Florida 33140.

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: David Malka, Seacoast Towers, Suite 3L, Miami Beach, Florida 33140 and Gilles Fonteneau, 20355 N.E. 34th Court, Suite 2324, Aventura, Florida 33180 and who each own 50% of the shares of the limited liability company. 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 shall be taken by a unanimous vote of all of the members of the 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 V.
MEMBERSHIP RESTRICTIONS

No member may transfer or otherwise dispose of his interest in the limited liability company without first permitting the remaining member(s) a right of first refusal commensurate with his (their) respective proportional interest in the limited liability company. Should any member desire not to exercise the right of first refusal, any remaining member shall be entitled to a right of second refusals to the first member's exercisable interest of right of first refusal. The value of the shares shall be determined by a disinterested appraiser.

ARTICLE VI.
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$4,000.00 cash shall be paid to the limited liability company by the 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 a distributive share of the net profits which is proportional to the member's interest in the limited

liability company. The distributive share of the profits shall be determined and paid to the members as decided by unanimous vote of such members.

(b) *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 January, 1st, 2070, 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 Seacoast Towers, Suite 3L, Miami Beach, Florida 33140, and the name of its initial registered agent at such address is David Malka.

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

Executed by the undersigned at Miami Beach on April 29, 1998



David Malka



Gilles Fonteneau

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98 MAY 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

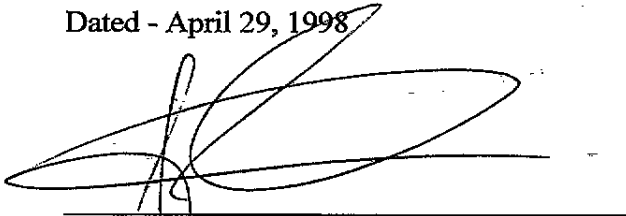
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared David Malka and Gilles Fonteneau, to me well known to be the persons described herein and who executed the foregoing Articles of Organization, and who acknowledged before me, that they 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 Beach, Florida this date.

Dated - April 29, 1998



Notary Public, State of Florida



Frank E Amsalem
My Commission CC602253
Expires November 18, 2000

My Commission Expires:

FILED
98 MAY 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, 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 PERFUMES FORCE INTERNATIONAL, L.C.
2. The name of the registered agent for PERFUMES FORCE INTERNATIONAL, L.C. is David Malka and the street address of the company's principal office where the agent is located is Seacoast Towers, Suite 3L, Miami Beach, Florida 33140.
3. This statement is to acknowledge that, as indicated above, PERFUMES FORCE INTERNATIONAL, L.C. has appointed me, David Malka, 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 - April 9, 1997

David Malka

**STATE OF FLORIDA)
COUNTY OF DADE)**

FILED
98 MAY 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned Notary Public, personally appeared David Malka, 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 Beach, Florida this date.

Dated - April 29, 1998

Notary Public, State of Florida



Frank E Amsalem
My Commission CC602253
Expires November 18, 2000

My Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

1. The limited liability company identified above has at least two members.
2. The total amount of cash or property anticipated to be contributed by the members is \$4,000.00. This total includes the amounts from 2 and 3 above.

Executed by the undersigned at Miami Beach on April 29, 1998



David Malka

FILED
98 MAY 18 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

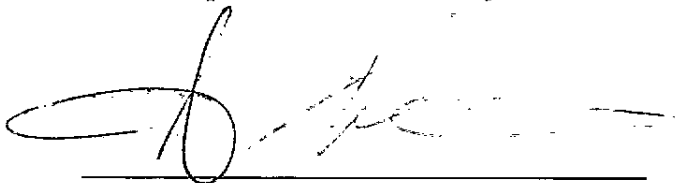
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared David Malka, 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 Beach, Florida this date.

Dated - April 29, 1998



Notary Public, State of Florida



Frank E Amsalem
My Commission CC602253
Expires November 18, 2000

My Commission Expires: