

L98000001539



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 934508 4388326

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 285.00

FILED  
98 AUG 21 PM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 20, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 934508-005

CM

CUSTOMER NO: 4388326

CUSTOMER: Paul Mamalian, Esq  
REED, SMITH, SHAW & MCCLAY

1301 K Street, N.W.  
Suite #1100, East Tower,  
Washington, DC 20005

100002622031--8

DOMESTIC FILING

NAME: AMERICANA INTERNATIONAL, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
AMERICANA INTERNATIONAL, LLC

**ARTICLE I - Name:**

The name of the limited liability company is Americana International, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 40 SE 12th Street, Ft. Lauderdale, FL, 33316.

**ARTICLE III - Duration:**

The Company shall terminate on December 31, 2048, unless earlier terminated in accordance with the provisions of this Agreement or unless extended by unanimous written agreement of the Members.

**ARTICLE IV - Management:**

The Company is to be managed by the members and the names and addresses of the managing members are:

Kenneth M. Goss  
3487 Derby Lane  
Weston, FL 33331

Robert S. Castellano  
3900 Bonaventure Blvd.  
Weston, FL 33331

**ARTICLE V - Admission of Additional Members:**

The Members may admit new or substitute Members but only if a) 100% of the Membership Interests consent to such admission, which consent can be withheld in the absolute discretion of a Member and b) such admission does not violate any condition contained in any agreement to which the Company is or shall become a party.

**ARTICLE VI - Members Rights to Continue Business:**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall continue unless all of the

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remaining Members elect in writing to dissolve the business of the Company in accordance with the terms of the Operating Agreement.

#### **ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned, attorney in fact of a member certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$200
- 3) the agreed value of property other than cash contributed by members is \$0
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$200.

IN WITNESS WHEREOF, the undersigned attorney-in-fact has duly executed this Articles of Organization, effective the 15th day of August, 1998.



Paul Mamalian, Esq.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AMERICANA INTERNATIONAL, LLC

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY  
(Name)

1201 HAYS STREET  
(P.O. Box not acceptable)

TALLAHASSEE, FL 32301  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.*

By: Carol K. Dole

(Signature)

AUGUST 20, 1998

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**