

# L98000002/25

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To:

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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## LIMITED LIABILITY COMPANY

Le Cabaret of South Beach, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06 017
Estimated Charge	\$293.75

Note: the same parties own Le Cabaret of South Beach, Inc. as those who want to form this LLC.

Thanks,  
Jennifer

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**ARTICLES OF ORGANIZATION  
OF  
LE CABARET OF SOUTH BEACH, LLC.**

We, the undersigned, hereby certify that we have associated ourselves, and file the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be:

**LE CABARET OF SOUTH BEACH, LLC.**

**ARTICLE II**

**EXISTENCE AND DURATION**

The existence of the limited liability company shall commence immediately upon the filing of these Articles of Organization and shall continue until 12:01 a.m. of the day that is the tenth anniversary of the date of filing of these Articles of Organization, unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this limited liability company shall be located at 220 21st Street, Miami Beach, FL 33139.

Neisen O. Kasdin FL Bar Member 302783  
Keith Mack LLP  
200 South Biscayne Blvd., 20th Floor  
Miami FL 33131-2310  
305-358-7605

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**ARTICLE V****INITIAL REGISTERED AGENT**

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

CHARLES SCHREINER  
1428 Brickell Avenue, # 600  
Miami, FL 33131

**ARTICLE VI****CAPITAL CONTRIBUTIONS**

The total amount of cash to be contributed to the company by the members is Five Hundred Dollars and No/100 (\$500.00). The members have not agreed to make any additional contributions to the company.

**ARTICLE VII****MANAGEMENT**

The members listed below will manage the limited liability company until the first annual meeting of members or until his successor is elected and qualified. The name and address of the managers are:

Charles Schreiner	c/o Le Cabaret of South Beach, LLC 220 21st Street, Miami Beach, FL 33139
Pascal Fratellini	c/o Le Cabaret of South Beach, LLC

**ARTICLE VIII****RESTRICTIONS ON MEMBERSHIP AND  
RIGHT TO CONTINUE AFTER WITHDRAWAL OF A MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of 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.

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Upon the 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 upon unanimous consent of such remaining members.

#### ARTICLE IX

#### CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

#### ARTICLE X


#### INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

The undersigned, being the original Managers of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of LE CABARET OF SOUTH BEACH, LLC.

Executed by the undersigned at Miami, Florida this 2 day of October, 1998.

  
CHARLES SCHREINER

  
PASCAL FRATELLINI

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**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     SS:

The foregoing instrument was acknowledged before me this 2 day of October, 1998 by CHARLES SCHREINER, as President of LE CABARET OF SOUTH FLORIDA, LLC., a Florida limited liability corporation, on behalf of the corporation. He is personally known to me or has produced a Fl. Drivers License # 5656-14-42-0880 as identification.

Fl. Drivers License # 5656-14-42-0880  
FL. Drivers License # 614-679-41-022-0



Notary Public, State of Florida at Large

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_



MARIA GONZALEZ  
My Commission no 805077  
Expires Oct. 28, 1999

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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of LE CABARET OF SOUTH BEACH, LLC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by the Florida Statutes upon registered agents.

Dated this 2 day of October, 1998.

LE CABARET OF SOUTH BEACH, LLC

By:   
CHARLES SCHREINER

JHUSRMARIA\LLC.ART

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR  
LE CABARET OF SOUTH BEACH, L.L.C.**

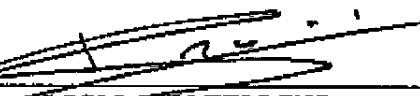
STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF DADE        )

The undersigned members, CHARLES SCHREINER and PASCAL FRATELLINI of LE CABARET OF SOUTH BEACH L.L.C. (the "Company"), depose and say:

1. The Company has at least two members.
2. The total amount of cash to be contributed by the Company's members is Three Hundred Ninety Thousand Dollars (\$390,000.00).
3. No property other than cash has been contributed by the Company's members.
4. The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

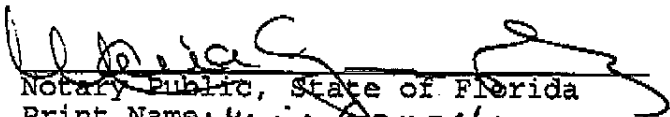
LE CABARET OF SOUTH BEACH, LLC  
a Florida Limited Liability Company

By:   
CHARLES SCHREINER

By:   
PASCAL FRATELLINI

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The foregoing instrument was acknowledged before me this 2 day of October, 1998, by CHARLES SCHREINER and PASCAL FRATELLINI, who are personally known to me or who produced FL Drivers Lic. # S666-14648-0900 and FL Drivers Lic. # F614-67941-029-0 as identification.

  
Notary Public, State of Florida  
Print Name: MARIA GONZALEZ  
My Commission Expires:



MARIA GONZALEZ  
My Commission 00505977  
Expires Oct. 28, 1999

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