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THE LAW FIRM OF  
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

NEIL G. FRANK  
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RANDY J. NATHAN  
KARIN BAYNE HENSEL  
EDMUND M. ARISTONE, JR.

Aug. 5, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: B&R JEWELRY, L.C.

Property  
00789-01115-00524-00671

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida Limited Liability Company. Also enclosed is my firm's check in the amount of \$285.00 representing the filing fee for this company.

Please file the enclosed at your earliest convenience and provide a certified copy to the undersigned as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

*Steven A. Weinberg / km*

Steven A. Weinberg,  
for the Firm

SAW/km

Encls.

5753.001 Div. Corp.

W98-18200

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifyer	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifyer	<i>MAH</i>

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1998

STEVEN A. WEINBERG  
8000 PETERS ROAD  
PLANTATION, FL 33324

SUBJECT: B&R JEWELRY, L.C.  
Ref. Number: W98000018200

We have received your document for B&R JEWELRY, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please give a description of any property contributed.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 398A00041713

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ARTICLES OF ORGANIZATION

OF

B&R JEWELRY, L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is: B&R JEWELRY, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The period of duration of the Limited Liability Company shall be perpetual.

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ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is: 9100 N.W. 36th Street, Ste. 108, Miami, Florida 33178

The mailing address is the same.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is: Steven A. Weinberg, Esq. The street address

of the initial registered office of the corporation in the State of Florida is: Frank, Effman, Weinberg & Black, P.A., 8000 Peters Road,  
Plantation, Florida 33324.

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ARTICLE VI

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members.

ARTICLE VII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Death, insanity, bankruptcy, resignation, retirement or expulsion of any Member.

2. Dissolution of any Member who is an entity.

3. Majority Vote of the Members.

4. When the Limited Company has fewer than two Members.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in

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the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE VIII

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

FIOR INDUSTRIES, INC.

9100 N.W. 36 Street  
#108  
Miami Fl. 33178

RICHARD WOLFE

363 Palm Blvd  
Weston Fl. 33362

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization effective this 29 day of July, 1998.

FIOR INDUSTRIES, INC.

By: [Signature]  
Its: President

[Signature]  
RICHARD WOLFE

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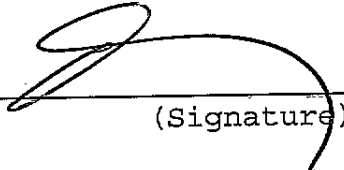
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company 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 **B&R JEWELRY, L.C.**
2. The name and address of the registered agent and office is:

Steven A. Wernberg  
Frank, Effman, Wernberg & Black P.A.  
8000 Peters Road  
Plantation Fl. 33324

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.

  
(Signature)

7/27/98  
(Date)

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **B&R JEWELRY, 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 member(s) is \$ 200,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ 216,666.00. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$ 416,666.00. This total includes amounts from 2 and 3 above.



\_\_\_\_\_  
Signature of a member or  
authorized representative of a member  
(In accordance with section 608.405(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)

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ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Infinity Automobile

Machinery and Equipment

Furniture and Fixtures

Computer Equipment

Leasehold Improvements

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