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NAME: FOR LIQUID, L.L.C.

AUDIT NUMBER.....H98000021505

DOC TYPE.....LIMITED LIABILITY COMPANY

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

November 18, 1998

LOUIS J. TERMINELLO  
2700 S.W. 37TH AVENUE  
MIAMI, FL 33133

SUBJECT: FOR LIQUID, L.L.C.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If the name is just LIQUID, L.L.C. the name is not available.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

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**ARTICLES OF ORGANIZATION  
FOR LIQUID OF SOUTH BEACH, L.L.C.**

**ARTICLE I - Name**

The name of the limited liability company is: **LIQUID OF SOUTH BEACH, L.L.C.**

**ARTICLE II - Address**

The mailing address and the street address of the principal office of the Limited Liability Company shall be: 1439 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE III - Duration**

The period of duration of the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Raul Caceres  
1439 Washington Avenue  
Miami Beach, FL 33139

Christian Ludwigsen  
a/k/a Chris Paciello  
1439 Washington Avenue  
Miami Beach, FL 33139

The Limited Liability Company is to be managed by members and the name(s) and address(es) of the managing member(s) is/are:

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

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted without the consent of both aforescribed managing members.

*This Instrument Prepared By:*

*Louis J. Terminello, Esq.  
CHADROFF, TERMINELLO & TERMINELLO  
2700 S.W. 37<sup>th</sup> Avenue  
Miami, FL 33133  
Tel: (305) 444-5002  
FBN: 872547*

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#### ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be perpetual.

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

The undersigned member or authorized representative of a member of LIQUID, L.L.C. certifies:

- 1) the above named limited liability company has at least one member,
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$500,000.00

X Christian Ludwigsen

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CHRISTIAN LUDWIGSEN

Typed or printed name of signer.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12 day of November, 1998 by **CHRISTIAN LUDWIGSEN**, who personally appeared before me at the time of notarization, and who are personally known to me or who has produced \_\_\_\_\_ as identification.

ROSAMARIE GONZALEZ  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires: 11/20/99  
Bonded By Service Ins  
No. 00516236  
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liquid llc/limited liability company .wpd

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LIQUID OF SOUTH BEACH, L.L.C.

2. The name and the Florida street address of the registered agent are:

Louis J. Terminello, Esq., CHADROFF, TERMINELLO & TERMINELLO  
NAME

2700 S.W. 37th Avenue

Florida street address (P. O. Box NOT ACCEPTABLE)

Miami, FL 33133

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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.*



SIGNATURE

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

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