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**Florida Department of State**

Division of Corporations

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**LIMITED LIABILITY COMPANY**

**RS Acquisition, LLC**

Certificate of Status	0
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Wednesday, December 02, 1998

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*OK to file per KB  
with notation  
Article VI may  
be defunct.  
Mr. Roseman  
ok'd filing.  
- Let  
12/3*

98 DEC - 3 AM 11:16  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 3, 1998

ALAN H. BASEMAN, ESQ.  
ATLAS, PEARLMAN, TROP & BORKSON  
200 EAST LAS OLAS BLVD., #1900  
FORT LAUDERDALE, FL 33301

SUBJECT: RS ACQUISITION, LLC  
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Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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

Tammi Cline  
Document Specialist

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H98000022468 6

**ARTICLES OF ORGANIZATION  
OF  
RYSCHIL ACQUISITION, LLC**

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is RYSCHIL ACQUISITION, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 3361 S.W. Third Avenue, Miami, Florida 33145.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Ivor Bamberger. The street address of the initial registered agent of the Company is 3361 S.W. Third Avenue, Miami, Florida 33145.

**ARTICLE V  
MANAGEMENT**

The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until its successor is

ALAN H. BASEMAN, ESQ., FLA. BAR #561347  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301 (954) 763-1200

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H98000022468 6

H98000022468 6

elected and qualifies: Beber Silverstein & Partners Advertising, Inc., 3361 S.W. Third Avenue, Miami, Florida 33145.

Thereafter, the Company shall be managed by at least one manager who shall be elected annually as provided in the regulations of the Company.

#### **ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted in the manner provided in the regulations of the Company.

#### **ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the regulations of the Company.

#### **ARTICLE VIII REGULATIONS**

The members may adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

#### **ARTICLE IX AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member certifies:

- 1) the above named limited liability company has two members;
- 2) the total amount of cash contributed by the members is \$25,000.00;
- 3) no other property has been contributed by the members; and
- 4) the total amount of cash and property contributed and anticipated to contributed by the members is \$25,000.00.

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**ARTICLE IX  
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.


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The undersigned executed these Articles of Organization this 30th day of November, 1998.

  
Ivor Bamberger, Authorized Representative of  
Members

(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.)

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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 RYSCHIL ACQUISITION, LLC
2. The name and the Florida address of the registered agent are:

Ivor Bamberger, 3361 S.W. Third Avenue, Miami, Florida 33145

*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.*

  
Ivor Bamberger

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