

L98000003253

After - Returned as requested
W98-296000/67 Prop?



THE UNITED STATES
CORPORATION
COMPANY

00789-02746-00524-000671

ACCOUNT NO. : 072100000032

REFERENCE : 063568 4336715

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 285.00

ORDER DATE : December 14, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 063568-005

CUSTOMER NO: 4336715

600002711646--0

CUSTOMER: David Zweig, Esq
DAVID S. ZWEIG LAW FIRM
DAVID S. ZWEIG LAW FIRM
4425 Bayard Street
Suite #200
San Diego, CA 92109

DOMESTIC FILING

NAME: DUPUIS OF PALM BEACH, L.L.C.

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: Angie Glisar

EXAMINER'S INITIALS:

Name	MAH
Availability	MAH
Document	MAH
Examiner	MAH
Updater	MAH
Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

DIVISION OF CORPORATIONS

98 DEC 14 PM 1:13

RECEIVED

98 DEC 14 AM 9:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1998

CSC

SUBJECT: DUPUIS OF PALM BEACH, L.L.C.
Ref. Number: W98000027960

We have received your document for DUPUIS OF PALM BEACH, L.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):

You failed to make the correction(s) requested in our previous letter.

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.

The affidavit must include the agreed value and a description of any property contributed by the members, if no property has been contributed, state that on the affidavit.

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: 598A00058903

RECEIVED
98 DEC 17 PM 3:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MIT

Have original
document with you as file date.

ARTICLES OF ORGANIZATION
FOR
DUPUIS OF PALM BEACH, L.L.C.

ARTICLE I - Name:

The name of the limited liability company is:

DUPUIS OF PALM BEACH, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

100 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers; and the names and addresses of such managers who are to serve as the initial managers are:

<u>Name</u>	<u>Address</u>
ROBERTO PALACIOS LACY	c/o Decoraciones Dupuis S.A. de C.V. Granizo 170 - Pedregal Mexico, D.F. 01900, Mexico
NORMA RASCON de YATES	11125 Flintkote Avenue, Suite E San Diego, CA 92121

Such initial managers shall continue until the election and qualification of their successors in accordance with the provisions of the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Member or Members, holding more than 50 percent of the issued and outstanding interest in the income and loss of the Limited Liability Company, may admit to the Limited Liability Company additional members.

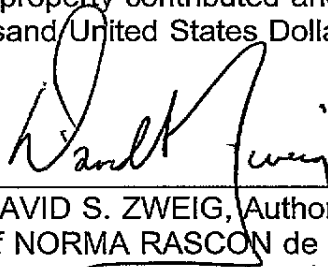
ARTICLE VI - Members Rights to Continue Business:

Upon the occurrence of the death, withdrawal, resignation, retirement, insanity, expulsion, bankruptcy or dissolution of any member ("Dissolution Event"), the Limited Liability Company shall dissolve unless all of the remaining members consent within ninety (90) days of the Dissolution Event to the continuation of the business of the Limited Liability Company.

ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of DUPUIS OF PALM BEACH, 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 members is \$-0-, as of the date hereof.
3. the total amount of property contributed by the members is \$-0-, as of the date hereof.
4. the total amount of cash and property contributed and anticipated to be contributed by the members is Ten Thousand United States Dollars (\$10,000.00).



DAVID S. ZWEIG, Authorized Representative
of NORMA RASCON de YATES, 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.)

**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 DUPUIS OF FLORIDA L.L.C.
2. The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Aren B. Zar