

L980000003357

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.

ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

KARIN L. MATOS, J.D.

CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.
ADMITTED IN FL, NY, D.C.

CLAUDIO RIEDI, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL:

DAVID S. BERGER, J.D.

JEFFREY A. BERNSTEIN, J.D.

REBECCA M. MILLER, J.D.

MARGARITA P. MUIÑA, J.D., LL.M., C.P.A.

PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

MAIN OFFICE:

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2306
TELEPHONE: (305) 377-3561
FACSIMILE: (305) 371-4380
info@worldwidelaw.com
http://www.worldwidelaw.com

NAPLES OFFICE (REPLY TO MIAMI OFFICE):

350 FIFTH AVENUE SOUTH, SUITE 200
NAPLES, FLORIDA 34102
TELEPHONE: (941) 434-0046

March 5, 1999

VIA REGULAR MAIL

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

Re: Hansen Design L.C.
Our File No. 3241.008

000002798610--8
-03/08/99--01150--002
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed please find the amended and restated Articles of Organization of Hansen Design L.C. together with the filing fee in the amount of \$52.50. We have submitted the amended and restated Articles of Organization in duplicate form and would appreciate your providing us with a confirmation copy as soon as it has been filed.

Thank you for your cooperation.

Sincerely yours,



Alexander Reus

L980000003357

Enclosure as stated
AR/ng

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

99 MAR -8 PM 2:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HANSEN DESIGN L.C.

The undersigned, having previously formed this Limited Liability Company under the name of "Hansen Design L.C." on December 18, 1998, hereby adopts the following Amended and Restated Articles of Organization, effective upon filing with the Secretary of State:

1. **Name.** The name of this limited liability company is HANSEN DESIGN L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., Attn: Alexander Reus, Esq. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the sole member is as follows:

J. Hansen GmbH: \$1000.00.

No additional contributions have been agreed upon.

7. **Membership.** This company will be formed by a single member, namely:

J. Hansen, GmbH,

a company duly organized pursuant to the laws of the Federal Republic of Germany, whose address is: Graditzer Strasse 85 e, D-50735 Köln, Germany.

99 MAR -8 PM 2:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

8. **Additional Members.** The member shall have the right to admit additional members to the Company by majority vote of members at the time of admission.

9. **Termination of Membership.** Upon the resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining member, if any, consent to continue the business of the company in the manner provided for in the operating agreement.

10. **Management of the Company.** The business of the Company shall be managed by its sole member together with any managers to be appointed by the sole member. In the event other members are admitted to this company, management shall be conducted in proportion to the capital contributed by the additional member(s) as adjusted from time to time.

11. **Regulations and Operating Agreement.** At the time of executing these Articles of Organization, the member of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member of this Company (or, subsequently, members, as the case may be, if decided by majority vote). The members of the Company if more than one also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

12. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

13. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members (if any), subject, however, to the terms of any members agreement governing such transfer of interest.

14. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

15. **Amendments.** These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

16. **Due Execution.** These Amended and Restated Articles of Organization were duly executed and are filed pursuant to Section 608.411 Florida Statutes.

17. Affidavit of Membership and Contributions. The undersigned member or authorized representative of Hansen Design L.C., a Florida limited liability company certifies:

- a) The Company has at least one (1) member.
- b) The total amount of cash initially contributed by the member(s) is: \$1,000
- c) Property other than cash has not been contributed to the Company by the member(s).
- d) No additional contributions have been agreed upon.

This affidavit is made and given by affiant as representative of Hansen Design L.C., the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 1st day of January, 1999.

J. Hansen GmbH, a German limited company:

By: Josef Muehleger
Josef Muehleger, Geschäftsführer