

# CAPITAL CONNECTION, INC.

407 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8800 • (800) 442-8060 • Fax (904) 222-7222

# L99000000269

Alexis Group Intl, LLC

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| Preparer          | OR 1-B |
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Signature

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Art of Inc. File \*\*\*\*337.50 \*\*\*\*337.50

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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**ARTICLES OF ORGANIZATION  
OF  
ALEXIS GROUP INT'L, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make acknowledge, and File the following Articles of Organization.

**ARTICLE I – NAME**

The name of this limited liability company shall be:

**ALEXIS GROUP INT'L, L.L.C.**

(hereinafter called the "Company").

**ARTICLE II – REGISTERED OFFICE AND AGENT**

The registered office of the Company is 1129 Peninsula Road, Tarpon Springs, FL 34689. The Company's registered agent is George Hazatone, whose office located at 1129 Peninsula Road, Tarpon Springs, FL 34689. THIS ADDRESS WILL ALSO SERVE AS MAILING ADDRESS AS WELL AS PRINCIPAL OFFICE

**ARTICLE III – DURATION**

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate no later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV – PURPOSES AND POWERS**

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

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- A. To sell and commercially exploit Worldwide by sale or entering into Sub-Licenses with qualified companies or individuals.
- B. To own, acquire, buy and sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder, developer and generally to hold, manage and deal with and improve the property of the company; to carry on a general real estate development and construction business for others in the, purchase or sale and the management of real estate and negotiations or loans thereon; to act as agent for insurance companies in soliciting and receiving applications for hire, casualty, plate glass, elevator, accident, health, rent, burglary, boiler, marine and life insurance and all other kinds of insurance. The collection of premiums and doing other such business as may be delegated to agents by such companies, and to construct a general insurance agency and insurance brokerage agency;
- C. To acquire by purchase subscription or otherwise, and to own, hold sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of capital stock, script or any voting trust certificate in respect of the shares of the capital stocks of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the Government of the United States of America, or any foreign government, or any State, Territory, Municipality or other political subdivision, or any governmental agency; and to issue in exchange therefore in the matter permitted by law shares of the membership interests. Bonds, or other obligations of the company; and while the owner or holder of such shares of stock, bonds, script, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers or privileges of ownership including the right to vote therein;
- D. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purposes, without limit to the amount, with any person, firm, association or corporation, either public or private, or with any territory, government or agency thereof.

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E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue any bonds, debentures, promissory notes and other evidences of indebtedness and for the purpose of the securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this Company, upon such terms and conditions as the Chief Managers shall authorize, and as may be permitted by law.

F. Elect or appoint managers and agents of the limited liability company. define their duties, fix their compensation, and lend them money and credit,

G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, or deal or trade in, and with, goods, wares, and merchandise and articles of commerce;

I. To organize, incorporate, and reorganize subsidiary companies, corporations and joint stock companies, partnerships and associations for any purpose permitted by law;

J. To apply for, obtain, purchase, lease or otherwise acquire any concessions, licensure, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract, in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same

K. To construct all or part of its operations and business without restriction or limit to the amount in the State of Florida, or in any or all states, territories, districts, colonies and dependencies of the United states of America, and in any and all foreign countries, and acquire ( By purchase, exchange or lease, hire or otherwise) own, hold, develop, operate, lease, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or to turn account, and convey real and personal property of every kind and nature and rights and privileges therein, in the State of Florida, and in any and all other States, Territories,

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districts, colonies and dependencies of the United States of America, and any or all foreign countries;

L. To carry out all, or part of, the foregoing objects as promoter, principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, partnership, association or corporation, and generally to have all powers necessary, needful or desirable, for the full and complete exercise and right to act as principal agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

M. To do all and everything that is necessary and for the proper accomplishment of the objects enumerated in this certificate of organization, or any amendment thereof, or necessary or incidental to the attainment of the purpose of the company whether such business is similar in nature to the objects set forth in the certificate of organization of such company, or any amendment thereof;

N. Make and amend its regulations, not inconsistent with this articles of organization or with the laws of the state of Florida, for the administration and regulation of the company,

O. Indemnify a member or manager or any other person as provided in this articles of organization and regulations against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party,

P. Cease its activity and surrender its certificate of organization,

Q. Pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive plans for all of its managers and employees,

R. To sue or be sued, or complain or defend, in its name.

S. It is the intention that purposes, objects and powers specified in each of the paragraphs of this Article II of the certificate of organization shall, except as otherwise expressly provided, be limited and is otherwise restricted by reference to or reference from, the terms of any other clause or paragraph of this Article of this certificate of organization.

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## ARTICLE V – MANAGEMENT

The Company is to be managed by the Chief Managers in accordance with the Operating Agreement. The Chief Managers who are to serve for the Limited Liability Company are as follows:

|                           |  |
|---------------------------|--|
| Chief Executive Manager - | George Hazatone<br>1129 Peninsula Road<br>Tarpon Springs, FL 34689       |
| Chief Operating Manager - | John Mehas<br>1201 Hillside Drive<br>Tarpon Springs, FL 34689            |
| Chief Financial Manager - | Brooke Hazatone Harkins<br>1702 Castlewood Lane<br>Palm Harbor, FL 34683 |

## ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be allowed to be admitted in accordance with the terms and conditions of the Operating Agreement for the Company however, Additional Members admitted to the Company shall not:

- (1) be permitted to take part in the control of the business or affairs of the company, or
- (2) have any voice in the management or operation of any company business or property (except as otherwise provided in the Operating Agreement or by applicable law), or
- (3) have the authority or powers in his capacity as an additional member to act as an agent for or on behalf of the Company or any other Member, or
- (4) do any act which would be binding on the company or any other member, or
- (5) incur any expenditure on behalf of or with respect to the company

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Such additional members may be granted the aforementioned participation rights should any one of the following occur:

- (1) such member shall be unanimously elected as a Chief Manager by the Charter Members voting in a duly constituted meeting of such, or
- (2) such member becomes a Charter Member by assignment of the original Charter Members Interest in accordance with the terms and conditions of this Operating Agreement, or
- (3) all members unanimously agree to such participation by voting in a duly constituted meeting of such.

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

Upon the death, retirement, expulsion, bankruptcy, dissolution of a Member or occurrences of any other event which terminates the continued Membership of a Member in the Company, the business of the Company may be continued by consent of all the remaining Members and there are at least two remaining Members.

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## AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

The undersigned authorized representative, for the purposes of execution of this article organization, of all Charter members of the Company deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the Charter members is as follows:

| <u>Member</u>   | <u>Units<br/>Owned</u> | <u>Contribution</u> |
|-----------------|------------------------|---------------------|
| George Hazatone | 60                     | \$60.00             |
| John Mehas      | 40                     | \$40.00             |
| <b>Total</b>    | <u>100</u>             | <u>\$100.00</u>     |

and each member first above shall be deemed Charter Member for purposes of this article of organization and Operating Agreement.

- 3) No property other than cash has been contributed to the limited liability company.
- 4) The total amount of cash or property anticipated to be contributed by all members, including additional members, is 100.00 including amount from 2) and 3) above.

  
\_\_\_\_\_  
George Hazatone  
**DESIGNATED REPRESENTATIVE  
OF  
ALEXIS GROUP INT'L, L.L.C.**

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## ARTICLE VIII – AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these articles of organization, or any amendment hereto, or any right conferred upon by members is subject to this reservation.

Notwithstanding, the members reserve the right by unanimous vote, and the Chief Managers have no right, to amend these articles of organization.

## ARTICLE IX – NON-REGISTRATION AS SECURITY

The interest of each member of the Company have not been registered under the Securities Act of 1933 or any securities laws of any state, including but not limited to Chapter 517, F.S.A. Each subscriber(s) hereto represent and warrant that it is the intent of the Company that the certificates issued by the Company for the Membership Interests comply with the applicable private placement exemption under federal and state securities law(s). Each member agrees to cooperate in any compliance required. Each of the certificates issued shall bear the following restrictive legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION(S) PROVIDED THEREUNDER AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION OF SUCH OFFER, SALE, OR PROPOSED TRANSFER DOES NOT REQUIRE REGISTRATION AND CAN BE OFFERED, SOLD, OR TRANSFERRED PURSUANT TO A SPECIFIC EXEMPTION THEREFROM.**

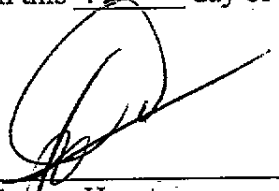
The Company shall only issue shares to persons that comply with the private placement rules, (i.e. The Securities Act of 1933, Section 4(2) thereof and the rules promulgated thereunder and Florida Statutes Chapter 517.061, et. Seq., and the rules promulgated thereunder), and agree:

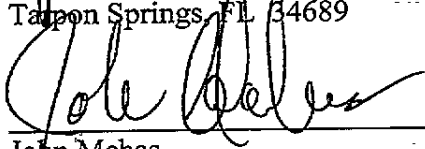
- 1) That no offer or sale of the certificates in the Company shall be made to a nonresident of the State of Florida.
- 2) That no offer or sale of certificates in the Company shall be made to a nonresident of the State of Florida.
- 3) That no general solicitations or advertisements of an offer for the sale of the certificates in the Company shall occur in Florida or any other state.
- 4) That before any sale of any certificates in the Company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the Company.
- 5) That no person shall be paid a commission for the sale of the certificates in the Company or otherwise receive compensation for the sale of the certificates in the Company; and

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- 6) That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right to recession in accordance with Chapter 517.061(11)(a)(5).

**IN WITNESS WHEREOF**, the parties hereto have hereunto set forth their hands and seals on this 12 day of JANUARY 1999.

  
George Hazatone  
1129 Penninsula Road  
Tarpon Springs, FL 34689

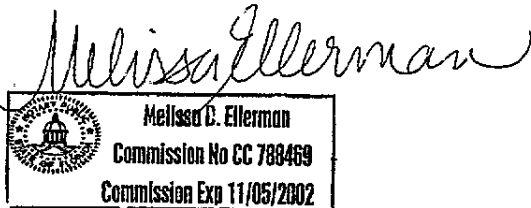
  
John Mehas  
1201 Hillside Drive  
Tarpon Springs, FL 34689

**STATE OF FLORIDA**  
**COUNTY OF** PINELLAS

Subscribed and sworn to (or affirmed) before me this 12 day of JAN 1999  
By GEORGE HAZATONE, and JOHN MEHAS who  
is/are personally known to me or has/have produced \_\_\_\_\_  
as identification.

CC 788469 Notary Public, Commission No.

(seal above) MELISSA ELLERMAN (name of Notary typed,  
printed, stamped).



Title or Type of Document \_\_\_\_\_  
Number of Pages \_\_\_\_\_ Date of Document \_\_\_\_\_  
Signer(s) Other than Named Above \_\_\_\_\_

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTERED  
AGENT**

**PURSUANT TO CHAPTER 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**

That a company desiring to organize under the Laws of the State of Florida, **ALEXIS  
GROUP INT'L, L.L.C** with its principal offices as indicated in the articles of organization  
as has named;

**GEORGE HAZATONE  
1129 PENNINSULA ROAD  
TARPON SPRINGS, FL 34689**

as its registered agent and as its' agent to accept service of process in this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated company, at the  
place designated in this certificate, I hereby accept to act in the capacity, and agree to comply  
with the provisions of said act relative to keeping said office.

  
\_\_\_\_\_  
Registered Agent  
George Hazatone

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