

L99000000326



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 103373 108588A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pajot*

ORDER DATE : January 19, 1999

ORDER TIME : 10:43 AM

ORDER NO. : 103373-005

CUSTOMER NO: 108588A

CUSTOMER: Stanley E. Israel, Esq  
STANLEY E. ISRAEL, PA  
STANLEY E. ISRAEL, PA  
450 North Park Road, Suite 805

Hollywood, FL 33021

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ARCOS INTERNATIONAL, LLC.

300002746153--9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

L99-326

Name	<i>OR (2)</i>
Availability	
Document	<i>OR</i>
Examiner	
Updater	<i>OR</i>
Verifier	<i>OR</i>
Acknowledgment	
W. R. Verifier	

DIVISION OF CORPORATION

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RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 19, 1999

JANNA WILSON  
CSC

SUBJECT: ARCOS INTERNATIONAL, LLC  
Ref. Number: W99000001325

We have received your document for ARCOS INTERNATIONAL, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

Tammi Cline  
Document Specialist

Letter Number: 599A00002424

**RESUBMIT**  
Please give original  
submission date as file date.

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99 JAN 21 AM 9:52  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF**

**Arcos International Hair Design, LLC**

The undersigned, for purposes of forming a limited liability company in accordance with the Florida Limited Liability Company Act, do hereby state the following:

1. NAME. The name of the limited liability company shall be Arcos International Hair Design, LLC (the "Company").
2. DURATION. The period of the Company's duration is perpetual from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members, unless extended by its members, or as provided by statute.
3. PURPOSE. The purpose for which the Company has been formed is to engage in any lawful act, activity or business not contrary to and for which a limited liability company may be formed under the laws of the State of Florida, and to have and exercise all powers, rights and privileges conferred by the laws of Florida on limited liability companies, including but not limited to the performance of services, buying, leasing or otherwise acquiring and holding, using or enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, tangible or intangible, of whatever nature and wheresoever situated, and buying, selling and holding stocks, bonds, or any other security of any issuer as the Company may, at any time and from time to time, deem advisable.
4. OFFICE. The mailing address and street address, in the State of Florida where the principal office of the Company is to be located, is:

1440 S. Ocean Blvd, 7C  
Pompano Beach, Florida 33062

5. REGISTERED AGENT. The name and address of the Company's registered agent, whose Consent to Appointment as Registered Agent is included with this articles of Organization, is:

Erich W. Wittmann  
1440 S. Ocean Blvd. 7C  
Pompano Beach, Florida 33062

PREPARED BY:  
Stanley E. Israel  
Stanley E. Israel, P.A.  
450 N. Park Road, Suite 805  
Hollywood, Florida 33021  
(954) 962-2526  
Fla. Bar # 0115194

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6. ADMISSION OF ADDITIONAL MEMBERS. The Company has three (3) or more members. Additional members may be admitted only on the terms that are unanimously agreed to by all members in the Operating Agreement. The initial three(3) members are:

Erich W. Wittmann  
Konrad A. Schneck  
Guenter H. Alex

7. CONTINUITY. The remaining members of the Company will have the right 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 this Company.

8. MANAGEMENT. The business of the company will be conducted under the exclusive management of its members in accordance with the Operating Agreement, and be limited to its members who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters. The names and addresses of the members are:

Erich W. Wittmann  
1440 S. Ocean Drive, 7C  
Pompano Beach, Florida 33062

Konrad A. Schneck  
DornbergStr. 8  
91058 Erlangen, Germany

Guenter H. Alex  
Saidelsteig 61  
91058 Erlangen, Germany

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TALLAHASSEE, FLORIDA

#### ORIGINAL APPOINTMENT OF AGENT

The undersigned, being all of the members of Arcos International, LLC, a limited liability company organized under the laws of the State of Florida, hereby appoints Erich W. Wittmann, a natural person who is a resident of this State, as registered agent upon whom any process, notice or demand required or permitted by statute to be served upon the Company may be served.

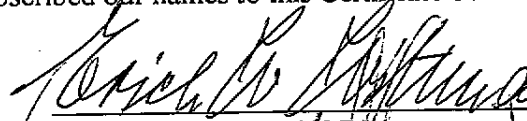

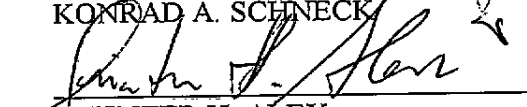
His complete address is: 1440 S. Ocean Drive, 7C  
Pompano Beach, Florida 33062

ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory registered agent for Arcos International, LLC hereby acknowledges and accepts the appointment of registered agent, and is familiar with and accepts the obligations of the position of Registered Agent for the limited liability company.

 (L.S.)  
ERICH W. WITTMANN

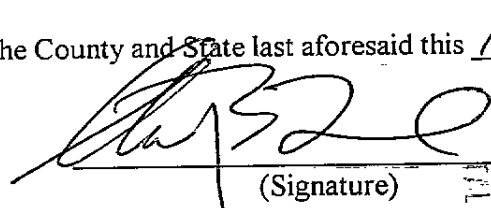
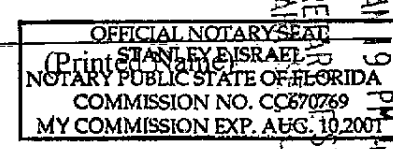
IN WITNESS WHEREOF, we have hereunto subscribed our names to this Certificate of Formation on this 18<sup>th</sup> day of January, 1999.

 (L.S.)  
ERICH W. WITTMANN  
 (L.S.)  
KONRAD A. SCHNECK  
 (L.S.)  
GUENTER H. ALEX

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared ERICH W. WITTMANN, personally known to me or who has produced \_\_\_\_\_ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18<sup>th</sup> day of January, 1999.

  
(Signature)  
  
OFFICIAL NOTARY SEAL  
STANLEY E. ISRAEL  
(Printed Name)  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC670769  
MY COMMISSION EXP. AUG. 10, 2001

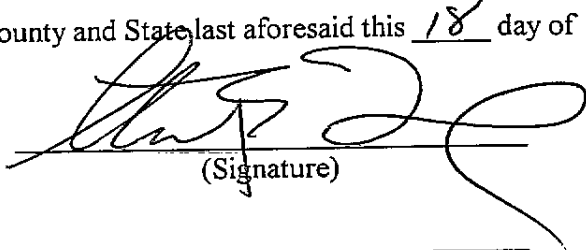
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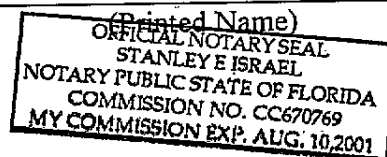
99 JAN 19 PM 4:30  
SECRETARY OF STATE  
FLORIDA

STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared KONRAD A. SCHNECK, to me or who has produced German Govt Personal ID card as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1999.

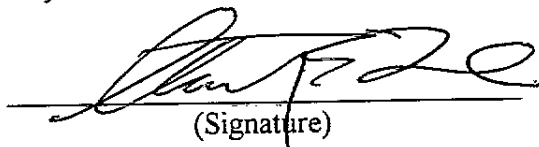
  
(Signature)

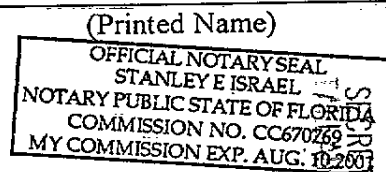


STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GUENTER H. ALEX, to me or who has produced German Govt Personal ID card as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1999.

  
(Signature)



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NOTARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
PURSUANT TO FLORIDA STATUTES 608.407(2)**

The undersigned members or authorized representative of a member of Arcos International Hair Design, LLC, depose and say:

- 1) the above named liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$120,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$120,000.00.
- 5) the total amount of 2, 3, and 4 is \$120,000.00.

FURTHER AFFIANTS SAYETH, NAUGHT.

  
(ERICH W. WITTMANN)

  
KONRAD A. SCHNECK

  
GUENTER H. ALEX

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

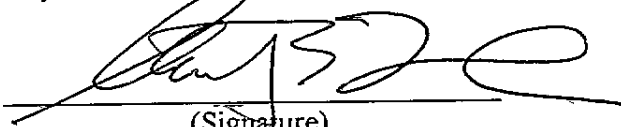
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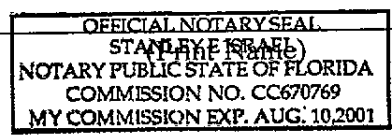
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STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared ERICH W. WITTMANN, personally known to me or who has produced \_\_\_\_\_ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1999.

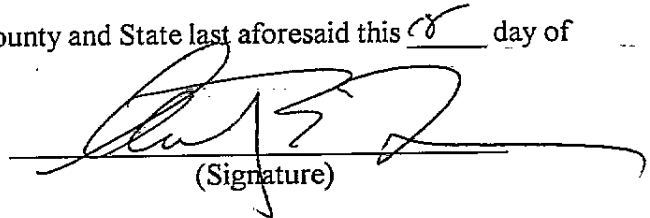
  
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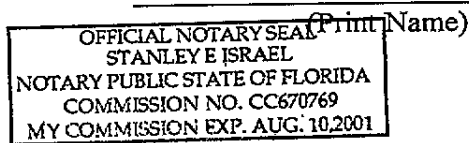
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared KONRAD A. SCHNECK, personally known to me or who has produced German Passport ID Card as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1999.

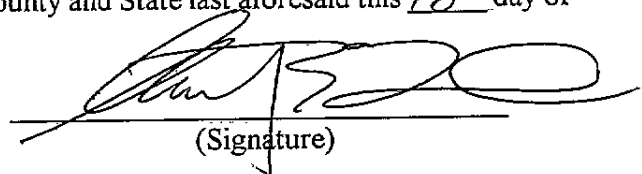
  
(Signature)

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

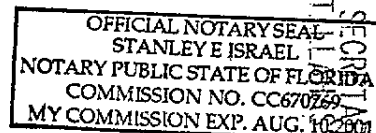


I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GUENTER H. ALEX, personally known to me or who has produced German Passport ID Card as identification and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of January, 1999.

  
(Signature)

(Print Name)



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