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February 3, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Art & Soft, L.C.
Our File: 2111.001

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Dear Ladies and Gentlemen:

Enclosed, please find the original Articles of Organization of Art & Soft, L.C., a
Florida Limited Liability Company.

Enclosed, please also find a check in the amount of \$337.50 for the filing of the
Articles of Organization. We kindly request that you provide us with a certified copy
once the filing has occurred.

Please feel free to call if you have any questions.

Very truly yours,

Criedi
Claudio Riedi, esq.

CR/cr

Enclosures

Name	
Availability	
Document Examiner	
Updater	
Classifier	
Verifier	
Acknowledgement	
Performer	

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
ART & SOFT, L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the Act), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is ART & SOFT, 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: Thomas Baur, Esq. The street address of the initial registered agent of the Company is 100 N. Biscayne Boulevard, Suite 2100, 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: Frank Rose: \$5,000.00. No additional contributions have been agreed upon.
7. **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.
8. **Termination of Membership.** Upon the death, retirement, 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 members, by the procedures specified in the Company's

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Operating Agreement, consent to continue the business of the Company.

9. Management of the Company. The business of the Company shall be managed by its member in proportion to its contribution to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the member or any additional members. The name and address of the initial managing member are as follows:

Name

Address

Frank Rose

1515 W. 22nd Street
Sunset Island
Miami Beach , FL 33140

10. 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.

11. 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.

12. 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, subject, however, to the terms of any members agreement governing such transfer of interest.

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

14. 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.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the third (3rd) day of February, 1999.

By: _____

Frank Rose, Member

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4th day of February, 1999, by Frank Rose, as representative of ART & SOFT, L.C. a Florida Limited Liability Company.

☒ He is personally known to me.

☐ He has produced identification.

Type: _____

and ☐ did ☒ did not take an oath.

Thomas Baur
NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
THOMAS BAUR
COMMISSION # CC792993
EXPIRES 1/21/2003
BONDED THRU ASA 1-888-NOTARY1

ART & SOFT, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Thomas Baur, Esq., of Baur, Woodbridge, Reus & Klein, P.A., having been named as registered agent and to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 4th day of February, 1999.

A handwritten signature in cursive script, appearing to read 'Baur', is written above a horizontal line.

Thomas Baur, Esq.

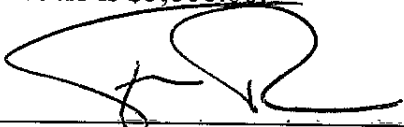
ART & SOFT, L.C.

A Florida Limited Liability Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Art & Soft, L.C., certifies:

1. The above-named Limited Liability Company has one member.
2. The total amount of cash contributed by the member is \$5,000.00.
3. There is no property other than cash contributed by the member.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$5,000.00.


Frank Rose, Member

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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) SS:
)

The foregoing instrument was acknowledged before me this 4th day of February, 1999, by Frank Rose, as representative of ART & SOFT, L.C. a Florida Limited Liability Company.

☒ He is personally known to me.

☐ He has produced identification. Type:

and ☐ did ☒ did not take an oath.


NOTARY PUBLIC