

L99000001517

MICHAEL FELDENKRAIS, ESQ.
5201 Blue Lagoon
Suite 100
Miami, Florida 33126

March 8, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/10/99--01074--005
***285.00 ***285.00

RE: ROSA ROSAE, L.C.

Dear Sir or Madam:

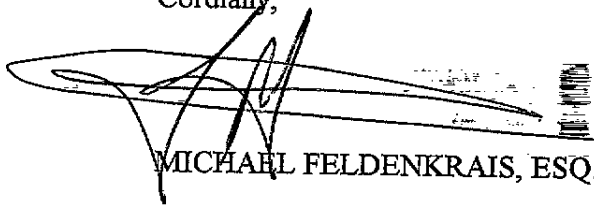
Enclosed please find the following documents in connection with the filing of the above referenced Limited Liability Company:

1. Original and copy of Articles of Organization of ROSA ROSAE, L.C.
2. Affidavit of Membership and Contributions
3. Certificate of Designation of registered Agent and Registered Office.
4. Check no. 1045 in the amount of Two Hundred Eighty-Five Dollars (\$285.00) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the stamped envelope provided. Thank you for your prompt attention to this matter.

Name	3/17/99
Availability	dcc
Document Examiner	DCC
Updater	
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

Cordially,


MICHAEL FELDENKRAIS, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
ROSA ROSAE, L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is ROSA ROSAE, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o Romy Benchimol , 801 Brickell Bay Drive, Apt. 1163, Miami, Florida 33131.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

**ARTICLE V
MANAGEMENT**

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Romy Benchimol, 801 Brickell Bay Drive, Apt. 1163, Miami, Florida 33131 .

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

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TALLAHASSEE, FLORIDA

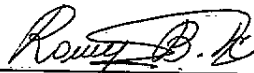
ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members of ROSA ROSAE, L.C. depose and say:

1. The above-named Limited Liability Company has at least one Members.
2. The total amount of cash contributed by the Members are \$100.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the Member is \$100. This total includes amounts from items 2 and 3 above.

x 

ROMY BENCHIMOL, Managing 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)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is ROSA ROSAE, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.

~~Becker & Palakoff, P.A.~~

5201 Blue Lagoon Drive

Suite 100

Miami, Florida 33126

Having been named as Registered Agent and to accept service of 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL FELDENKRAIS, ESQ.

DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA