

Division of Corporations

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

EISENWORLD, L.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$285.00

499-8312

ARTICLES OF ORGANIZATION FOR EISENWORLD, L.C.

ARTICLE I NAME

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

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 19225 East Andrews Drive, Miami, Florida 33015.

ARTICLE III DURATION

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

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial registered agent of the Company is Mark D. Grossman, Esquire, Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE V MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers to be elected in accordance with the Company's Regulations. The names and addresses of the initial manager(s), who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follows:

1. David Henrikson whose address is 19225 East Andrews Drive, Miami, Florida 33015.
2. Eliko Eisen whose mailing address is 19225 East Andrews Drive, Miami, Florida 33015.

ARTICLE VI 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

PREPARED BY:

BECKER & POLIAKOFF, P.A.

5201 BLUE LAGOON DRIVE, SUITE 100, MIAMI, FLORIDA 33126

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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 VII ADMISSION OF NEW MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's Regulations. No new Members shall be admitted to the Limited Liability Company during the period of its existence, except upon such terms and conditions as unanimously agreed upon by all the Members. 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.

ARTICLE VIII MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's Regulations have the right to continue the business of the Company upon 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 of the Company.

ARTICLE IX 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.

ARTICLE X INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she

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reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorney's fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the Regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 31st day of March, 1999.

EIKO EISEN

STATE OF FLORIDA:

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 31st day of March, 1999, by Eiko Eisen, who is personally known to me or who produced _____ and/or _____ as identification, and who did take an oath.

NOTARY PUBLIC:



PATRICIA KEMP
COMMISSIONS # CC625870
EXPIRES APR 29, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

PATRICIA KEMP
PRINT

State of Florida at Large

My Commission Expires: 4/29/01

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

There undersigned Members of EISEN WORLD, L.C. depose and say:

1. The above named Limited Liability Company has at least two Members
2. The total amount of cash contributed by the Members are \$ 1,000.00.
3. The agreed value of property other than cash contributed by the Members is \$ *.
4. The total amount of cash or property anticipated to be contributed by the Members is \$ 1,000.00** This total includes amounts from Items 2 and 3 above.

*performance of good and valuable services [\$1,000.00]

**plus services [\$1,000.00]

Eiko Eisen, Member

(In accordance with Section 608.40(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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NO. 658 P. 6/6

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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 EISENWORLD, L.C.
2. The name and address of the Registered Agent and office is:

Mark D. Grossman, Esq.
Becker & Poliakoff, 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.


MARK D. GROSSMAN, ESQ.

4/7/99
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