

L9900000 2617

Document Number Only

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

8000002860468--6

-05/03/99--01114--004

\*\*\*\*285.00 \*\*\*\*285.00

Summit Distribution, L.L.C.

- ☐ Profit  
☐ NonProfit  
☒ Limited Liability Company  
☐ Foreign

- ☐ Amendment  
☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy

- ☐ Annual Report  
☐ Fict. Filing

- ☐ Other  
☐ Change of R.A.  
☐ UCC-1 UCC-3

☐ Photo Copies

☐ CUS

- ☐ Call When Ready  
☒ Walk In  
☐ Mail Out

- ☐ Call if Problem  
☐ Will Wait

- ☐ After 4:30  
☒ Pick Up

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Acknowledgment	
W.P. Verifier	DCC
W.P. Verifier	DCC

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Please Return Extra Copy(s)  
Filed Stamp

MAY 3 -

Thanks, Melanie ☺

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W 99-10351



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 4, 1999

CT CORPORATION SYSTEM

SUBJECT: SUMMIT DISTRIBUTION, L.L.C.  
Ref. Number: W99000010351

We have received your document for SUMMIT DISTRIBUTION, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company 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 the limited liability company. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 999A00023900

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

**Capitol Distribution, L.L.C**

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing : Freund & Brackey LLP Principal : 501 Brickell Key Dr.  
Address 427 N. Camden Drive Address Suite 505  
Beverly Hills, CA 90210 Miami, FL 33131

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

**Perpetual**

## ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

<u>Elan Sassoon</u>	<u>Beverly Sassoon</u>	<u>Paul Lambert</u>
501 Brickell Key Dr.	501 Brickell Key Dr.	501 Brickell Key Dr.
Suite 505	Suite 505	Suite 505
Miami, FL 33131	Miami, FL 33131	Miami, FL 33131

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

**See Attached**

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**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company 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 the limited liability company shall be:

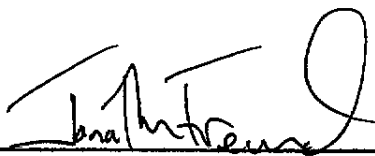
See Attached

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TALLAHASSEE, FLORIDA

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Capitol Distribution, L.L.C.  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.



**Signature of a member or an authorized representative of a 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.)

J. Freund, authorized representative

Typed or printed name of signee

**Filing Fee: \$250.00 for Articles and Affidavit**

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of  
Capitol Distribution, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000. This total includes amounts from and 3 above.



J. Freund, authorized representative

Signature of a member or authorized representative of a member.

(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$250 for Articles of Organization and Affidavit

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the limited liability company is: Capital Distribution, L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*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.*

M. T. Fitzpatrick (Signature)  
M.T. Fitzpatrick, Asst. Secretary

M. T. Fitzpatrick, Asst. Secretary

4/30/99

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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## ARTICLE V

### Admission and Withdrawal of a Member

A. A Member or Voting Member may transfer his interest in the Company to another person or entity only with the prior unanimous consent of the Voting Members either in writing or at a meeting called for such purpose. If all of the other Voting Members do not approve of the transfer, the transferee shall have no right to participate in the management of the business affairs of the Company or to become a Member. The transferee shall be entitled to receive the share of profits, losses and Cash Flow or other compensation by way of income and the return of contributions to which the transferor otherwise would be entitled.

B. The Voting Members agree to sign such additional documents as may be required in order to admit additional Members and/or Voting Members to the Company as well as, among other things, to provide for the division of profits, losses and Cash Flow among the Members. However, any appointment of an additional Voting Member must be made by unanimous consent of the existing Voting Members.

C. All costs and expenses incurred by the Company in connection with the assignment of a Member's interest, including any filing fees and publishing costs and the fees and disbursements of counsel, shall be paid by the assigning Member.

D. Each person who becomes a Member or Voting Member in the Company, by becoming a Member or Voting Member, shall and does hereby ratify and agree to be bound by the terms of this Agreement.

## ARTICLE VI

### Right of Continuation

A. In the event a Member's membership in the Company is terminated due to death, retirement, resignation, expulsion, bankruptcy, dissolution of the Member or the occurrence of any other event which terminates the continued membership of the Member in the Company, the remaining Members of the Company may, upon unanimous vote of the remaining Members, elect to continue the business of the Company.