

L990000002994

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000022100 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY AMENDMENT

PRESTIGE TALENT LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

<https://cfas1.dos.state.fl.us/scripts/efilcovr.exe>

RECEIVED
99 SEP 15 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 15 AM 8:15
DIVISION OF CORPORATIONS

mta
9/16

H99000022100

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective September 1, 1999 by the members pursuant to section 608.408, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Prestige Talent LLC

Old Name:

L99-2994

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on May 24, 1999.

Article III. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article IV. Address

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

Prestige Talent LLC
1054 Kane Concourse
Bay Harbor Islands FL 33154

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

H99000022100

Copyright © 1993-1999 CC

99 SEP 15 AM 8:15

FILED
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

H99000022100

Article V. Registered Agent

The name and address of the registered agent of the Company is:

Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154

Article VI. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VII. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VIII. Admission of Additional Members

No person may be admitted as an additional member unless a majority of members consent in writing to the issuance of units to an additional member for fair consideration.

Article IX. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Sally N. Sawh | FL Bar Member 086438
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

H99000022100

H99000022100

Article X. Management

The management of the Company is reserved to the manager-managed. The name and address of each manager is:

ELAD COHEN

1054 Kane Concourse Bay Harbor Islands FL 33154

Article XI. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Prestige Talent LLC

By: Elad Cohen

Name: Elad Cohen

Title: Member

Date: September 1, 1999

Sally N. Sawh | FL Bar Member 088436
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

H99000022100

Copyright © 1983-1999 CC

H99000022100

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
Prestige Talent LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
Elad Cohen Member

Date: September 7, 1999

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

H99000022100

Copyright © 1993-1999 CC

H99000022100

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Prestige Talent LLC

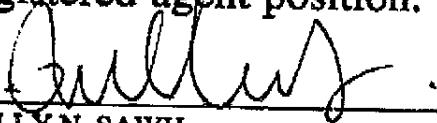
REGISTERED AGENT/OFFICE:

Sally N. Sawh

1054 Kane Concourse

Bay Harbor Islands FL 33154

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SALLY N. SAWH

by L.A. Uriarte as attorney-in-fact

Date: September 7, 1999

Sally N. Sawh | FL Bar Member 086436

Law Offices of Sally N. Sawh, P.A.

1054 Kane Concourse

Bay Harbor Islands FL 33154

305-865-1224

H99000022100