

L99000003160

Requestor's Name
 600 South Andrews Ave Suite 400
 Address
 Fort Lauderdale Fl. 33301
 City/State/Zip Phone #

200002865722--7
 -05/06/99--01091--007
 Office Use Only ***285.00 ****285.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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 DIVISION OF CORPORATIONS
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- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

L99-3160

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. F. [unclear]	<i>[Signature]</i>

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 1999

BRUCE GREEN, P.A.
600 SOUTH ANDREWS AVENUE, SUITE 400
FORT LAUDERDALE, FL 33301

SUBJECT: PIECES, L.L.C.
Ref. Number: W99000011006

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We have received your document for PIECES, 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.

The document must contain the entity's complete mailing address.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 499A00025758

Bruce D. Green, P.A.

ATTORNEY AT LAW

FEDERAL EXPRESS

June 1, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: Tammi Cline
Letter No. 899A00028538

Re: PIECES L.L.C.
Articles of Organization and Affidavit

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Dear Ms. Cline:

Enclosed herein you will find the Articles of Organization and Affidavit of Pieces, L.L.C., which have been amended pursuant to our discussion.

Please note the changes as to Article I, and Article III. Page 3 was amended and Article V was re-typed, however, there were no changes as to the content in Article V.

Please review the enclosed and process this document at your earliest opportunity. If there should be additional questions or requirements, I ask that you please notify me by telephone in order that I may respond without further delay.

Thank you for your assistance in this regard.

Very truly yours,


Bruce David Green

BDG:jdf
Enclosures

Bruce D. Green, P.A.

ATTORNEY AT LAW

FEDERAL EXPRESS

May 14, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Pieces, L.L.C.
Articles of Organization

To Whom It May Concern:

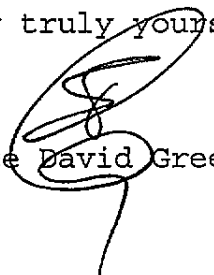
The enclosed Articles of Organization were returned to me, unaccepted due to a similar name (see attached).

Enclosed herein I am returning the original documents to you for filing. Pursuant to our telephone conversation of this afternoon, you have agreed to accept this for filing, as the name PIECES LLC is not the same as PIECIES, INC.

Please return the receipt and acknowledgment of filing to me at your earliest opportunity. I have enclosed an envelope for your convenience.

Thank you for your assistance in this regard.

Very truly yours,


Bruce David Green

BDG:jdf
Enclosures

**ARTICLES OF ORGANIZATION
and AFFIDAVIT OF
PIECES, L.L.C.**

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THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name: The name of the limited liability company shall be **PIECES, L.L.C.**, and its principal place of business shall be 8105 S. A1A, Melbourne Beach, Florida 32951 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members. The mailing address of the limited liability company shall be 8105 South A1A, Melbourne Beach, Florida, 32951.

ARTICLE II

Purposes and Powers: The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property or commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of a limited liability company's for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

G. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or in reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

Capital Contributions: There are two (2) members of the limited liability company. Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by each of the members. Additional contributions shall be made as required for investment purposes, as determined by the vote of a majority of the equity interest of the members as set forth in Article V below, however, no additional contributions are anticipated to be made. Each of the members will make contributions in equal shares. The total amount of cash contributed by the members is \$2,000.00, with no other additional property contributed.

ARTICLE IV

Profits and Losses:

A. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

The distributive share of the profits shall be determined and paid to the

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members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being May 10, 1999.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V

Limited Liability Company Powers: All limited liability company powers shall be exercised by or under the authority of, and the business and the affairs of this limited liability company shall be managed under the direction of the members of this limited liability company whose names and addresses are set forth immediately below. This article may be amended from time to time in the regulations of the limited liability company by the vote of a majority of the equity interest of the members of the limited liability company as indicated below.

Knut Kramer (50.5%)
8105 South A1A
Melbourne Beach, Florida 32951

Klaus Raschke (49.5 %)
Am Park Der Chemiearbeiter Nr. 1
D-06749 Betterfeld
Germany

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ARTICLE VI

Duration: This limited liability company shall exist until December 31, 2022, or until dissolve in the manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

Principal Place of Business: The principal office of this limited liability company shall be located at 8105 S. A1A, Melbourne Beach, Florida 32951.

ARTICLE VIII

Management: This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members, or until their successor is elected and qualified is: Knut Kramer, 8105 S. A1A, Melbourne Beach, Florida 32951.

ARTICLE IX

Initial Registered Office and Registered Agent: The address of the initial registered office of the limited liability company is 8105 S. A1A, Melbourne Beach, Florida 32951, and the name of its initial registered agent at such address is Knut Kramer.

ARTICLE X

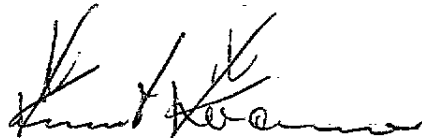
Restrictions on Membership: Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of (all or less than all) members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed articles of organization of **PIECES, L.L.C.**

DATED at Fort Lauderdale, Broward County, Florida, this 5 day of May, 1999.



Knut Kramer

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AFFIDAVIT

STATE OF FLORIDA :

ss.

COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared **Knut Kramer**, to me personally known as the person described in and who subscribed to the above and foregoing Articles of Organization, who being by me first duly sworn and cautioned, deposes and otherwise states: That he has read the same, knows and understands the contents thereof, and that he executed the same as his free act and deed for the purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me in the State and County aforesaid this 5 day of May, 1999.

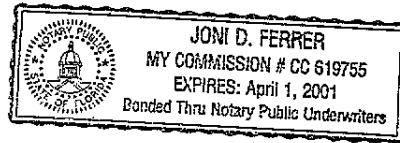
Joni D. Ferrer
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Personally Known

Photographic I.D.

Type: _____



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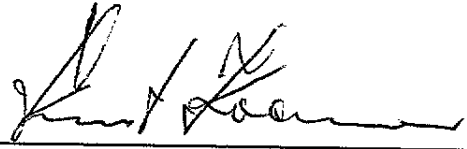
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE with §608.415, Florida statutes, the following is submitted:

THAT, **PIECES, L.L.C.**, under the Laws of the State of Florida, with its initial principle office at 8105 S. A1A, Melbourne Beach, Florida 32951, as indicated in the Articles of Organization, has named **Knut Kramer**, located at 8105 S. A1A, Melbourne Beach, Florida 32951 as its Agent to accept Service of Process within the State of Florida.


DATED this 5 day of May, 1999.

MEMBERS PER AND OF
ARTICLES OF ORGANIZATION:

By: 

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes pertaining to the proper and complete performance of my duties.

DESIGNATION ACCEPTED:

By: 

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