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TELEPHONE (561) 395-5511

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July 27, 1999

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: California Sole, LLC

800002944178--1  
-07/28/99-01066-006  
\*\*\*\*293.75 \*\*\*\*293.75

To Whom It May Concern:

Enclosed, please find an original and a duplicate of the Articles of Organization and Designation of Registered Agent form for the above-referenced company. Also enclosed, is a check in the amount of \$293.75. This check represents \$285.00 for the filing fees, and \$8.75 for certified copies.

The original is to be filed in your office and the copy certified. Please return the copy to this office in the self-addressed stamped envelope provided herein.

Should you have any questions or require further information, please do not hesitate to contact me.

Sincerely,

  
Vanessa M. Fuerte

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TALLAHASSEE, FLORIDA

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cc:  
Enclosures

**ARTICLES OF ORGANIZATION**  
**OF**  
**CALIFORNIA SOLE, LLC**

**ARTICLE I**  
**NAME**

The name of this limited liability company is CALIFORNIA SOLE, LLC

**ARTICLE II**  
**DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

**ARTICLE IV**  
**ADDRESS**

The principal place of business and mailing address of this limited liability company shall be 6965 Southport Drive, Boynton Beach, Florida 33437.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the limited liability company is Ben Gilman and the initial registered agent's office address shall be 6965 Southport Drive, Boynton Beach, Florida 33437.

**ARTICLE VI**  
**MANAGEMENT**

The limited liability company will be managed by all of its members. Their names and addresses are:

THOMAS CHIA-YU HUANG

92-29 Queens Blvd., Apt. 18G  
Rego Park, NY 11374

**ARTICLE VII**  
**POWERS**

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

**ARTICLE VIII**  
**ADMISSION OF NEW MEMBERS**

The members shall have the right to admit new members. The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for such consideration as the members shall determine.

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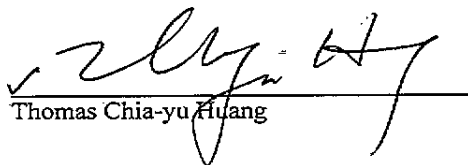
ARTICLE IX  
RIGHT OF CONTINUANCE

The members shall have the right to continue the business on 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.

ARTICLE X  
REGULATIONS

The Regulations may be adopted, altered, amended or repealed by the members.

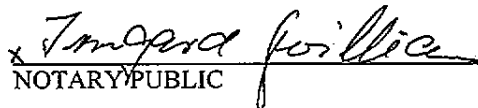
IN WITNESS WHEREOF, a member of the limited liability company has executed these Articles of Organization on the 22 day of July, 1999, and affirms under the penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.

  
Thomas Chia-yu Huang

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STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of July, 1999, by Thomas Chia-yu Huang, who is personally known to me or produced \_\_\_\_\_ as identification, and who did (did not) take an oath.

  
NOTARY PUBLIC

Printed **IRMGARD GWILLIAM**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES APRIL 30, 2004

My commission expires:

April 30, 2004

# AFFIDAVIT OF MEMBERSHIP

STATE OF CONNECTICUT )  
COUNTY OF FAIRFIELD )

I, Thomas Chia-yu Huang, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

1. The name of the limited liability company is CALIFORNIA SOLE, LLC
2. The limited liability company has at least one (1) member.
3. The name and address of each member of the limited liability company is:

Thomas Chia-yu Huang

92-29 Queens Blvd., Apt. 18G  
Rego Park, NY 11374

4. The amount of cash and a description and agreed value of property other than cash contributed by each member is as follows:

<u>Member</u>	<u>Value</u>	<u>Description</u>
Thomas Chia-yu Huang	\$1,000,000.00	Cash

5. The amount of cash and a description and agreed value of property other than cash to be contributed each member is as follows: NONE

6. The limited liability company does not anticipate future contributions.

Thomas Chia-yu Huang  
DATE: July 22, 1979

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STATE OF CONNECTICUT)  
COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this    day of July, 1999, by Thomas Chia-yu Huang, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did (did not) take an oath.

My Commission Expires:

April 30, 2004

Tamara G. Gorman  
Notary Public

**IRMGARD GWILLIAM**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES APRIL 30, 2004

**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:  
  
CALIFORNIA SOLE, LLC
2. The name and address of the registered agent and office is:  
  
Ben Gilman  
6965 Southport Drive  
Boynton Beach, Florida 33437

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.

SIGNATURE

  
(Registered Agent)

DATE: July 16, 1999

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