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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Spray L.L.C.

☐ Walk In

☐ Pick Up Time

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☐ Will Wait

☐ Photocopy

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -1 PM 3:18

RUSH

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 checked="" type="checkbox"/>	Other LLC

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

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99 SEP -1 PM 4:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 2, 1999

UCC FILING & SEARCH SERVICES, INC.

NEED TODAY

SUBJECT: SPRAY, L.L.C.
Ref. Number: W99000020377

*Corrected
Please backdate*

We have received your document for SPRAY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 499A00043745

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SEP -2 PM 2:17

ARTICLES OF ORGANIZATION
OF
SPRAY, L.L.C.

ARTICLE I

Name of Limited Liability Company

The name of this limited liability company is SPRAY, L.L.C.

ARTICLE II

Company Existence

This limited liability company shall have perpetual existence.

ARTICLE III

Principle Place of Business

The address of the principle place of business of this liability company is 4130 Collins Avenue, Miami Beach, Florida 33140, and the mailing address is the same.

ARTICLE IV

Registered Office

The address of the initial registered office of the company is c/o Charles J. Grimsley, Esq., 3909 N.E. 163rd Street, North Miami Beach, Florida 33160. Members may from time to time move the registered office to any other address in Florida.

ARTICLE V

Registered Agent

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Charles J. Grimsley, Esq., 3909 N.E. 163rd Street, North Miami Beach, Florida 33160.

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DIVISION OF CORPORATIONS
99 SEP - 1 PM 3:18

ARTICLE VI

Members

The initial member of the company shall be: Richard P. Parrillo, Jr.

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

ARTICLE VII

Right to Continue

The remaining members of the company 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 which terminates the continued membership of a member in the company.

ARTICLE VIII

Management of the Company

The management of the company is reserved to the members. The name and address of the managing member is as follows: Richard P. Parrillo, Jr., 3909 N.E. 163rd Street, North Miami Beach, Florida 33160.

ARTICLE IX

Organizer

The name and address of the Organizer, who is the authorized representative of all the members, is as follows: Charles J. Grimsley, Esq., 3909 N.E. 163rd Street, North Miami Beach, Florida 33160.

ARTICLE X

Member's Liabilities and Rights


No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any members of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or coporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from this contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 31st day of August, 1999.


Charles J. Grimsley, Organizer


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME the undersigned authority, this day personally appeared, Charles J. Grimsley, to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at North Miami Beach, Miami-Dade County, Florida this 31 day of August, 1999.

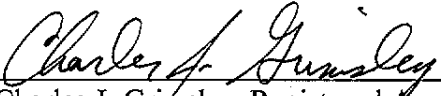


CAROLYN I. WINEGARDNER
My Commission CC561849
Expires Jun. 17, 2000


Notary Public, State of Florida at Large
My Commission Expires: 6-17-00

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named limited liability company, SPRAY, L.L.C., at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

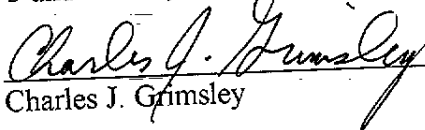


Charles J. Grimsley, Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
SPRAY, L.L.C.

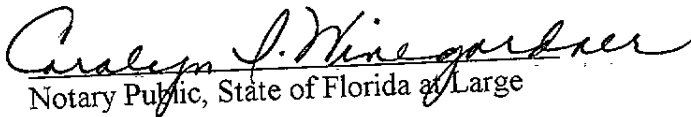
The undersigned member or authorized representative of a member of SPRAY, L.L.C. deposes and says:

1. That the above named limited liability company has one (1) member.
2. The total amount of cash contributed by the member(s) is \$2,200,000.00.
3. The agreed value of property other than cash contributed by member(s) is \$700,000.00.
4. The amount of cash or property anticipated to be contributed by a member(s) is \$ -0-.
5. The total amount of 2, 3 and 4 is \$2,900,000.00.


Charles J. Grimsley

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 31 day of August, 1999, by Charles J. Grimsley, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced Personally known as identification.


Notary Public, State of Florida at Large

CAROLYN I. WINEGARDNER
Print Name

My Commission Expires: 6-17-00



CAROLYN I WINEGARDNER
My Commission CC561849
Expires Jun. 17, 2000

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
SPRAY, L.L.C.- EXHIBIT "A"**

Lot 13 in Block 36 of AMENDED MAP OF THE OCEAN FRONT PROPERTY
OF THE MIAMI BEACH IMPROVEMENT COMPANY, according to the plat thereof
recorded in plat book 5, at pages 7 and 8, of the public records of Miami-Dade County,
Florida.