

U99000005904

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002992381--9

-09/21/99--01050--005

****285.00 ****285.00

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

1. NUM'ERE US L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 2:02

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

Name
Availability

MJH

Document
Examiner

Updater

Updater
Verifier

Acknowledgement

Examiner's Initials

W. P. Verifier

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 21 AM 11:14

RECEIVED

ARTICLES OF
ORGANIZATION OF
NUM'ERE US, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 2:02

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be NUM'ERE US, L.C. and its principal office and mailing address shall be located at 5201 Blue Lagoon Drive, Penthouse, in the City of Miami, County of Dade, State of Florida, 33126, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, 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.

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 inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed by duly elected managers under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by managers, who shall serve until the first annual meeting of members or until their successor(s) are elected and qualified, which managers are as follows: MICHEL REILLET, 10 Rue Erard, 75012 Paris, France, MICHEL AGNES, 10 Rue Erard, 75012 Paris, France and ALAIN SCHMITT, 10 Rue Erard, 75012 Paris, France.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with majority written consent of all of the members.

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, the remaining members shall have the right to continue the business on majority consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$45,000.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. 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 a share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of these articles.

(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 these sources are insufficient to cover such losses, by the members.

(c) Profits and losses shall be allocated on the basis of each member's relative capital account.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by a majority of the members.

ARTICLE IX

The initial members of the Limited Liability Company and their addresses are as follows:

- (a) NUM'ERE, S.A.
10 rue Erard
75012 Paris
France
- (b) Michel Reillet
2 rue Renault
94160 Saint Mandé, France
- (c) Michel Agnes
6 bis Rue Jules Parent
92500 Rueil Malmaison, France
- (d) Alain Schmitt
7 Bvd Marcel Pourtout, Bat B
92500 Rueil Malmaison, France

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5201 Blue Lagoon Drive, Penthouse, City of Miami, County of Dade, State of Florida 33126, and the name of the company's initial registered agent is DOUGLAS JOVANOVIĆ and his street address is 17 Southeast 24th Avenue, Pompano Beach, Florida 33062.

The undersigned, being an authorized representative of one of the members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of NUM'ERE US, L.C.

Executed by the undersigned at Pompano Beach, Florida on September 20, 1999.

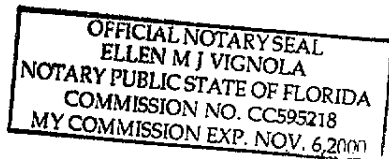

DOUGLAS JOVANOVIĆ

STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was acknowledged before me by DOUGLAS JOVANOVIC, who is personally known to me or who has produced his Driver's Licenses as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of September, 1999.

(Seal)



Ellen M. J. Vignola
Notary Public
Typed Name: Ellen M. J. Vignola
Commission No. CC595218

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida)
County of Broward)


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is NUM'ERE US, L.C.

The name of the registered agent for NUM'ERE US, L.C. is DOUGLAS JOVANOVIC and the street address where the registered agent is located is 17 S.E. 24th Avenue, Pompano Beach, Florida 33062. The registered office of the limited liability company is 5201 Blue Lagoon Drive, Penthouse, Miami, Florida, 33126

This statement is to acknowledge that, as indicated above, NUM'ERE US, L.C. has appointed me, DOUGLAS JOVANOVIC, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

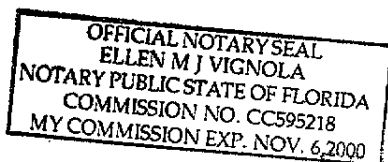
Dated this 20 day of September, 1999.

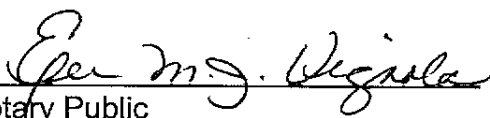

DOUGLAS JOVANOVIC, Authorized
Representative of A Member

THE FOREGOING INSTRUMENT, was acknowledged before me by DOUGLAS JOVANOVIC, who is personally known to me or who has produced his Driver's Licenses as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of September, 1999.

(Seal)





Notary Public
Typed Name: Ellen M. J. Vignola
Commission No. CC595218
My Commission Expires: 11-6-2000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida)
County of Broward)

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of NUM'ERE US, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$45,000.00.
3. If any, the agreed value of property other than cash contributed by the members is zero.
4. The total amount of cash or property anticipated to be contributed by the members is \$45,000.00. This total includes the amounts from 2 and 3 above.

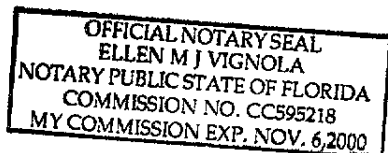

DOUGLAS JOVANOVIC, Authorized
Representative of A Member

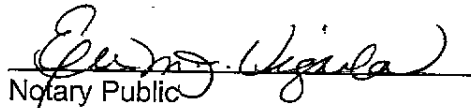
STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was acknowledged before me by DOUGLAS JOVANOVIC, as an authorized representative of a member on behalf of NUM'ERE US, L.C., who is personally known to me or who has produced his Driver's License as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of September, 1999.

(Seal)




Notary Public
Typed Name: Ellen M.J. Vignola