

L990000006109
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/24/99--01016--005
****337.50 ****337.50

SUBJECT: Ambre, L.C.
(Proposed L.C. name -- must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check
For:

\$285.00
& Designation
of R.A.

\$337.50
& Designation
of R.A. & Certified
copy

SEP 24 PM 5:00

FILED

FROM: Frederick Woodbridge, Jr.
Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

L99-6109

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Committee	<i>[Signature]</i>
Coater	<i>[Signature]</i>
Coat of	<i>[Signature]</i>
Secretary	<i>[Signature]</i>
P. Verifier	<i>[Signature]</i>

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
AMBRE, L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "*Act*"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is AMBRE, L.C. (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Frederick Woodbridge, Jr., Esq., c/o Baur, Woodbridge, Reus & Klein, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of capital contributions initially made to the Company by the members (including cash and a description of the agreed value of property) is as follows: Christine Leroux: \$1000.00. No additional contributions have been agreed upon.
7. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
8. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations and Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total capital of the Company. These percentages shall not vary as a function of

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changes in their capital account balances. The name and address of the initial managing member is as follows:

Name	Address
Christine Leroux	1310 95th Street Bay Harbor Islands, Florida 33154

10. Regulations and Operating Agreement; Members' Agreement. At the time of executing these Articles of Organization, the members of the Company shall adopt the Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be, if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.


11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

13. Certificated Interests. The members' membership interests in the Company may be evidenced by certificates.

14. Amendments. These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 17 day of September, 1999.

By: 
Name: Christine Leroux, Member

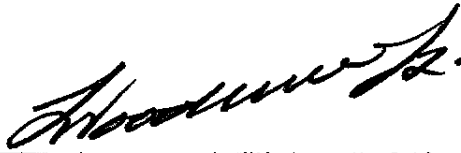
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20 SEP 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMBRE, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent and to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 17th day of September, 1999.



Frederick Woodbridge, Jr.

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SECRETARY OF STATE

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

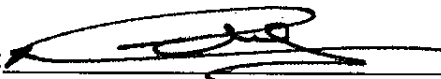
BEFORE ME, the undersigned authority, personally appeared Christine Leroux, residing in Bay Harbor Islands, Florida, who, having been first duly sworn, deposes and says:

1. Affiant is a member of AMBRE, L.C., a Florida limited liability company in formation (the "Company").
2. The Company has one (1) member.
3. The total amount of cash initially contributed to the Company by each member is as follows:

Christine Leroux \$1,000.00
4. Property other than cash has not been contributed to the Company by the member.
5. No additional contributions have been agreed upon.

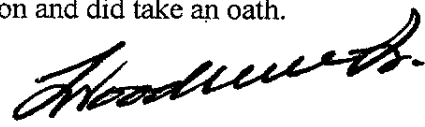
This affidavit is made and given by affiant as representative of AMBRE, L.C., the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANT SAYETH NAUGHT.


By: 
Christine Leroux, Member

SECRETARY OF STATE
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The foregoing instrument was acknowledged before me this 17th day of September, 1999, by Christine Leroux, as representative of AMBRE, L.C., a Florida Limited Liability Company who is personally known to me; or _____ who presented _____ as identification and did take an oath.



NOTARY PUBLIC

 F Woodbridge Jr
My Commission CC718544
Expires February 22, 2002