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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG  
GERMAN SPEAKING

BY APPOINTMENT ONLY

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350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 34102

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September 20, 1999

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

300002993333--7  
-09/22/99--01033--002  
\*\*\*\*285.00 \*\*\*\*285.00

RE: Paris Chic Choc Limited Company

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Organization for the above-named limited company, as well as our check for filing. Please return the file-stamped copy to the undersigned.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs  
Enclosure

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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

**ARTICLES OF ORGANIZATION  
OF  
PARIS CHIC CHOC**

**ARTICLE I  
NAME**

The name of this Limited Company is **PARIS CHIC CHOC LIMITED COMPANY.**

**ARTICLE II  
DURATION**

This Limited Company shall exist for a period of twenty five (25) years commencing on the date of filing of these Articles of Organization.

**ARTICLE III  
PURPOSE**

This Limited Company is created for the purpose of production and sale of custom fine furniture, and in such other business as may be agreed on by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Company shall be 1750 J & C Boulevard, Unit 7, Naples, Florida 34109, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Company shall be Mr. Fabien Boudier, at the following address:

1750 J & C Boulevard, Unit 7  
Naples, Florida 34109

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Company shall consist of the sum of \$2,000, which will be contributed by the members in the following amounts:

	%	
1) Marie-Asseline Malebranche	50	\$ 1,000.00
2) Fabien Boudier	50	\$ 1,000.00

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99 SEP 22 PM 1:45

No member shall be entitled to receive interest on his contribution to capital.

Calls for additional contributions may be made by the Limited Company ("Company"), and shall be paid in the same percentages as above set forth.

These terms of these Articles of Organization shall become effective upon receipt by Company of the total contribution of \$2,000.

## ARTICLE VI MANAGEMENT OF BUSINESS

All members shall manage the Company, and shall have rights in the management or conduct of the Limited Company.

The members' names and addresses are as follows:

Marie-Asseline Malebranche	1750 J & C Boulevard, Unit 7 Naples, Florida 34109
----------------------------	---

Fabien Boudier	Same
----------------	------

Decisions shall be by majority vote, each member having a vote proportionate to his interest in the Company.

The following decisions shall be made only by unanimous consent of the members:

a. assigning Company property to creditors or other assignees, including debts owed the Company;

b. confessing a judgment;

c. submitting a claim to arbitration;

d. impeding the carry on of business;

e. executing and delivering any debt instrument;

f. borrowing money in the name of the Company;

g. conveying real or personal property of the Company;

h. pledging a member's interest to outsiders;

i. disposing of the good will of the Company.

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09 SEP 22 PM 1:45

All checks issued by the Company shall bear the signatures of both members.

## **ARTICLE VII PROPERTY**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Company.

## **ARTICLE VIII MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

## **ARTICLE IX TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

## **ARTICLE X PROFITS AND LOSSES**

Profits and losses generated by the business of this Company shall be paid only after the repayment of any Company debt, and shall be passed through to the members in their proportionate share pursuant to Article V above.

## **ARTICLE XI WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XII below.

## **ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION**

The Limited Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

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22 SEP 22 PM 1:45

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

If the remaining members elect to continue the Company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events enumerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

### **ARTICLE XIII DISPUTE AMONG MEMBERS**

Any dispute or controversy arising in connection with these Articles which are not otherwise resolved shall be determined and settled by arbitration to be held in Collier County, Florida, in accordance with the rules then obtaining to the American Arbitration Association. Any award rendered therein shall be final and binding on every partner, and judgment may be entered thereon in the Circuit Court in Collier County, Florida.

### **ARTICLE XIV AMENDMENTS**

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Secretary of State. All members

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99 SEP 22 PM 1:45

of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on 2nd, Sept, 1999.

Witnesses:

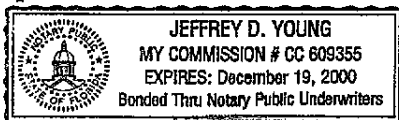
Kathleen LaCoss  
Kathleen LaCoss  
Lisa Estrada  
Lisa Estrada

Marie Asseline Malebranche  
MARIE-ASSELIN MALEBRANCHE

FABIEEN BOUDIER  
FABIEEN BOUDIER

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 2 day of Sept, by Marie-Asseline Malebranche, by me personally known (or who produced Fl. Drivers Lic. as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.



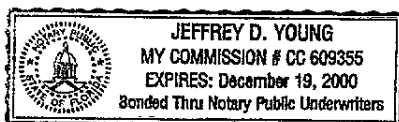
JEFFREY D. YOUNG  
Notary Public

Type or Print Notary Name,  
Expiration Date and Commission No.

12-19-00 CC 609355

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 2 day of Sept, by Fabien Boudier, by me personally known (or who produced Fl. Drivers Lic. as identification), who stated under oath that he is the person described in and who executed said instrument for the purposes therein expressed.



JEFFREY D. YOUNG  
Notary Public

Type or Print Notary Name,  
Expiration Date and Commission No.

12-19-00 CC 609355

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69 SEP 22 PM 1:45

PARIS CHIC CHOC LIMITED COMPANY

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Limited Company.

BY: W.C.  
Fabien Boudier

Date: 9.2.99

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**AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF COLLIER**

Before me, the undersigned Notary Public in and for the State of Florida, County of Collier, appeared Fabien Boudier, by me personally known (or who produced D. L. as identification), who stated under oath that he is the person described in and who executed the following instrument, and being first duly sworn upon his oath, stated:

1. That PARIS CHIC CHOC LIMITED COMPANY has two (2) members;

2. That the actual amount of cash contributions to date total \$2,000.00;

3. That the agreed upon value of the property other than cash to be contributed is as follows:

None

\$ 0

4. That the total amount of cash or property anticipated to be contributed by the members is \$2,000.00.

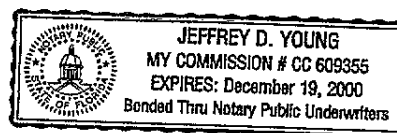
**FURTHER AFFIANT SAYS NAUGHT.**

  
FABIEN BOUDIER

Subscribed and sworn to before me this 2 day of September, 1999.

  
Notary Public

My Commission Expires: 12-19-00



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