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L 990000007575

September 9, 1999

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***337.50 ***337.50

Florida Department of State
Attn: Limited Liability Company Filings
409 East Gaines Street
Tallahassee, FL 32399

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99 SEP 13 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: *Some Like It Hot, L.C.*

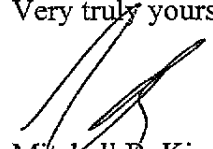
Dear Sir/Madam:

Enclosed herewith please find original executed Article of Organization for *Some Like It Hot, L.C.* Also find our firm's check in the amount of \$337.50 representing payment of the State's filing fee of \$250.00, designation of registered agent fee of \$35.00 and fee for the return of a certified copy in the amount of \$52.50.

Kindly return a Certificate of Good Standing for this company at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,


Mitchell B. Kirschner

MBK/da

encl.

cc: Michael Solodovnick (w/o encl.)

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11-a-aa



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 16, 1999

MITCHELL B. KIRSCHNER
MANDEL, WEISMAN & KIRSCHNER, P.A.
2101 CORPORATE BLVD., STE. 300
BOCA RATON, FL 3431

SUBJECT: SOME LIKE IT HOT, L.C.
Ref. Number: W99000021338

We have received your document for SOME LIKE IT HOT, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 799A0004562

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
LIKE IT HOT, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. *Name.* The name of this Company shall be LIKE IT HOT, L.C.
2. *Duration/Continuation.* The period of this Company's duration shall be thirty (30) years from the date of its filing with the Florida Secretary of State, unless terminated by the unanimous written agreement of all Members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.
3. The mailing address and street of address of the principal office of this Company is 90 Gables Road, Fort Lauderdale, Florida 33326.
4. *Registered Agent and Office.* The name and street address of the initial registered agent and office for this Company is as follows: Mitchell B. Kirschner, Esq., Mandel, Weisman & Kirschner, P.A., Boca Corporate Center, 2101 Corporate Boulevard, Suite 300, Boca Raton, Florida 33431.
5. *Admission of Additional Members; and Terms and Conditions of such Admissions.* Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.
6. *Right to Continue Business.*

The remaining Members may continue the business and this Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the occurrence of any other event which terminates the continued membership of a Member in the Company.
7. *Management of Company.*

The business of the Company shall be managed by a Managing Member or managing Members. The name and address of the initial Managing Member of the Company shall be MICHAEL SOLODOVNICK, 90 Gables Road, Fort Lauderdale, Florida 33326.
8. *Amendment of Articles of Organization.* Any amendment to these Articles of

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Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. *Regulations of Company.* The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. *Informal Action of Members.* Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. *Contracting Debt.* Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the managing Member(s), unless otherwise provided herein.

12. *Transferability of Member's Interest.* An interest of a Member of this Company may be transferred or assigned to such extent only in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. *Withdrawal or Reduction of Member's Contributions to Capital.*

A Member shall not receive out of the Company, property any part of his or its contribution to capital until:

(a) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded; and

(c) these Articles of Organization are canceled or so amended as to set out the


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withdrawal reduction.

14. *Initial Member.* The initial Member of the Company is MICHAEL SOLODOVNICK.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 2 day of Sept, 1999.


MICHAEL SOLODOVNICK, Managing Member

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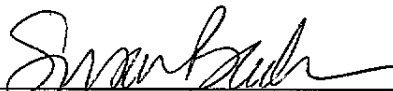
Having been named as Registered Agent and to accept service of process for ~~IT HOT~~ LIKE IT HOT, L.C., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



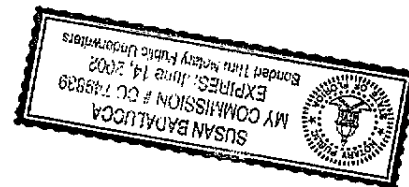
MITCHELL B. KIRSCHNER, ESQ.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9 day of Sept 1999, by Mitchell B. Kirschner, to me well known to be the individual described in the foregoing instrument, or who produced _____ as identification, and who executed same for the purposes therein expressed.



Notary Public
My Commission Expires:



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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
(F.S. § 608.407(2))

State of Florida

County of _____

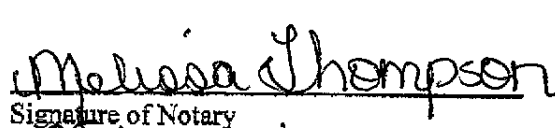
Before the undersigned authority personally appeared MICHAEL SOLODOVNICK who on oath says:

1. That he is a member of LIKE IT HOT, L.C.
2. That LIKE IT HOT, L.C. has at least one member.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the member is \$20,000.
4. The total amount of cash and property contributed and anticipated to be contributed by the member is \$20,000.

Further affiant sayeth naught.


MICHAEL SOLODOVNICK

Sworn to and subscribed before me this 31 day of October, 1999 by MICHAEL SOLODOVNICK who is personally known to me or who has produced personally as identification.


Signature of NotaryMelissa Thompson

Print, Type or Stamp

Commissioned Name of Notary Public

My Commission Expires June 14, 2003
My Commission CC639026
Melissa Thompson



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