

amended from time to time.

1.22 "Transfer" has the meaning set forth in Section 9.1.

1.23 "Unreturned Capital Contributions" means, with respect to any Member, the difference between (a) the Capital Contributions made by such Member, less (b) the aggregate amount of distributions made to such Member pursuant to Section 4.6(a).

ARTICLE 2

THE COMPANY

2.1 Formation and Name. The Company has been formed as a limited liability company pursuant to the provisions of the Act. The Company was formed with the name "Prytanée, LLC"; provided that the Company may hereafter adopt such other name or names as may from time to time selected by the Consent of the Members.

2.2 Purpose. The Company has been organized to engage in the acquisition, ownership and management for investment purposes of Artwork selected from time to time by the Manager, subject to the provisions of Section 5.2 hereof and the other provisions of this Agreement; provided, however, that the Company shall not at any given time invest in the aggregate amounts in excess of One Hundred Thousand Dollars (\$100,000.00) on Artwork created by any single artist; and, with the Consent of the Members, the Company may engage in any and all other lawful businesses or activities which a limited liability company may carry on under the Act and the laws of any other jurisdiction in which the Company is so engaged.

2.3 Registered Agent. The Company's registered agent shall initially be Business Basics VI, LLC, Royal Palms Professional Building, 62-3A & 62-3B Estate Thomas, Suite 101, St. Thomas, U.S. Virgin Islands 00802, and from time to time hereafter may be changed to the Person designated by the Consent of the Members to serve in that capacity in accordance with the terms of the Act.

2.4 Qualification in Additional Jurisdictions. The Manager is authorized, with the Consent of the Members, to qualify the Company to do business in any jurisdiction in which such qualification is deemed by the Manager as necessary or desirable in carrying out the Company's business, and pursuant thereto, to appoint a registered agent and to establish a registered office in such jurisdiction, and to cause the Company to operate in such jurisdiction under another name selected by the Consent of the Members, in compliance with the assumed name statute of such jurisdiction, if the Company is not allowed under the laws of such jurisdiction to operate under its legal name.

ARTICLE 3

MEMBERSHIP INTERESTS; CONTRIBUTIONS BY THE MEMBERS