

L0000000 3380 Charter Number Only

3-24-00 Sonia

Requestor's Name: Michael Cholobel  
Address: 1460 Brickell Ave. #212  
City: Miami FL, ZIP: 33121  
Phone: 8810C

VALIDATION ONLY

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\*\*\*\*155.50 \*\*\*\*155.00

CORPORATION(S) NAME

Well Water, LLC

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Empire Toll Free: 1-800-432-3028

- Profit
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Name	OK 3-27-00 L00-3380
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W.P. Verifier	OK

**ARTICLES OF ORGANIZATION**  
**OF**  
**WELL WATER, L.L.C.**

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**

The name of the Limited Liability Company shall be: WELL WATER, L.L.C.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Limited Liability Company shall be located at 1460 Brickell Avenue, Suite 212, Miami, Florida 33131. This limited liability company shall have the power and authority to establish branch offices at any of other places as the members may unanimously designate.

**ARTICLE III**  
**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 State of 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,

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government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. 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 pertinent to, or going out of, or connected with it business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
6. The several clauses contained in this statement of the general nature of the business or business 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.
7. 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 IV EXERCISE OF POWERS**

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

#### **ARTICLE V MANAGEMENT**

This limited liability company is to be managed by its members whose names and addresses are as follows:

Giuseppe Fallica  
2811 Indian Creek Drive, Apt. B  
Miami Beach, FL 33140

Giorgio Prestipino  
16400 Collins Avenue, Apt. 2645  
Miami Beach, FL 33160

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Luigi Megna  
815 Euclid Avenue, #. 5  
Miami Beach, FL 33139

**ARTICLE VI  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members only by unanimous written consent of all members. 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 the unanimous written consent of all 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 only on the unanimous written consent of the remaining members.

**ARTICLE VII  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$900 cash shall be paid to the limited liability company by the three members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VIII  
DURATION**

This limited liability company shall exist from the date on which these Articles of Organization are filed with the Florida Department of State, until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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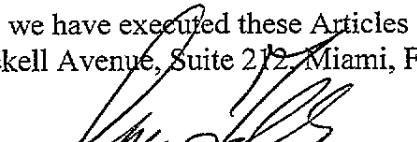
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**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERD AGENT**

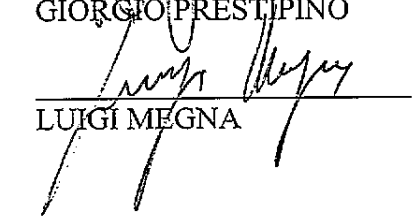
The address of the initial registered office of the limited liability company is 1460 Brickell Avenue, Suite 212, Miami, Florida 33131, and the name of the initial registered at that address is Michael Cholobel.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposes Articles of Organization of WELL WATER, L.L.C.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this \_\_\_\_\_ day of February, 2000 at 1460 Brickell Avenue, Suite 212, Miami, Florida 33131.

  
\_\_\_\_\_  
GIUSEPPE FALLICA

  
\_\_\_\_\_  
GIORGIO PRESTIPINO

  
\_\_\_\_\_  
LUIGI MEGNA

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT AND REGISTERED OFFICE**

PERSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

WELL WATER, L.L.C.

2. The name and address of the registered agent and the street address of the limited liability company's registered office where the agent is located is:

MICHAEL CHOLOBEL

1460 BRICKELL AVENUE, SUITE 212

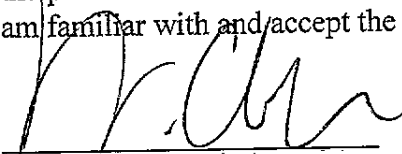
MIAMI, FLORIDA 33131

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

  
(Signature)

3/23/2000  
(Date)

State of Florida        }  
                                  } ss  
County of Miami-Dade }

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of January, 1999 by \_\_\_\_\_, member on behalf of WELL WATER, L.L.C., a limited liability company. He is known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public of the State of Florida