

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
Account Number : 105204000476
Phone : (321)728-2800
Fax Number : (321)728-0002

**LIMITED LIABILITY COMPANY
PORTELA, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
OF
Portela, LLC

The undersigned, desiring to form a limited liability company, under the laws of the State of Florida, pursuant to Chapter 608, Fla. Stat., hereby subscribes to these Articles of Organization:

ARTICLE I
NAME

The name of this limited liability company (the "Company") is **Portela, LLC**.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The street address and the mailing address of the principal office of the Company is 12 High Meadow Road North, Saddle River, New Jersey 07458.

ARTICLE III
DURATION

The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE IV
REGISTERED AGENT

The name of the initial Registered Agent of the Company for service of process is John R. Kancilia, Esquire, whose street and mailing address is 1686 West Hibiscus Blvd., Melbourne, Florida 32901.

John R. Kancilia, Esq.
Florida Bar No. 381195
O'Brien, Riemenschneider and Kancilia, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(321)728-2800 / (321)728-0002 (FAX)

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ARTICLE V
PURPOSES

This Company is organized to conduct any lawful business and shall have all of the powers as an individual to do all things necessary to carry out its business and affairs.

ARTICLE VI
ADDITIONAL MEMBERS

Additional members may be admitted to the Company as provided in the Operating Agreement.

ARTICLE VII
RIGHTS TO CONTINUE THE COMPANY

Upon the death, withdrawal, resignation, retirement, expulsion, insanity, bankruptcy or dissolution of any member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not be dissolved, and the remaining members shall continue the operation of the business of the Company.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested exclusively in the members of the Company.

ARTICLE IX
MANAGEMENT

The Company shall be a manager-managed company and shall have one (1) or more managers as set forth in the Operating Agreement. The names and address of the initial managers who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

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TALLAHASSEE FLORIDA

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Manuel Ramirez
P.O. Box 805
12 High Meadow Road North
Saddle River, New Jersey 07458

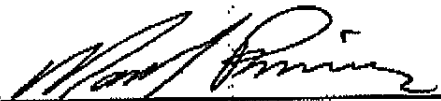
Manuel Rivas
30 Armstrong Avenue
Wayne, New Jersey 07474

José Ramirez
25 Kell Avenue
Staten Island, New York 10314

**ARTICLE X
AMENDMENT**

These Articles may be amended in the manner provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Organization
this 19 day of May, 2000.

By: 

Manuel Ramirez
A member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that Portela, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Saddle River, County of Bergen, State of New Jersey, has named JOHN R. KANCILIA, ESQ., 1686 West Hibiscus Blvd., Melbourne, Florida 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with the obligations of a registered agent under Chapter 608, *Florida Statutes*, and I hereby accept to act in this capacity and agree to comply with the provisions of said Chapter relative to keeping open said office.



JOHN R. KANCILIA, ESQ.

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