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L01-14796

LIMITED LIABILITY AMENDMENT

PLATINUM INTERNATIONAL, L.L.C.

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PLATINUM INTERNATIONAL, L.L.C.**

Pursuant to the provisions of section 608.411, Florida Statutes, this limited liability company adopts the following amendments to and restatements of its articles of organization which was filed on May 24, 1999, bearing document number L01000014796, and subsequently amended on or about September 11, 2001 and February 11, 2002. This Amended and Restated Articles of Organization of Platinum International, L.L.C., replaces the original Articles of Organization and the referenced prior amendments. The amendments and restatements hereof are as follows:

ARTICLE I - NAME

The name of the limited liability company is:

PLATINUM INTERNATIONAL, L.L.C.

ARTICLE II - DURATION

The duration of the limited liability company is perpetual unless sooner dissolved as provided by statute or these Articles.

ARTICLE III - PURPOSE

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPLE OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the limited liability company shall be in Miami-Dade County at:

8201 NW 8 STREET, SUITE 314
MIAMI, FLORIDA 33126-3920

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

**GIOVANNI MAINARDI
G.M.YG. INTERNATIONAL DEVELOPMENT, INC.
8201 NW 8 STREET, SUITE 314
MIAMI, FLORIDA 33126-3920**

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ARTICLE VI - MEMBERSHIP

The names of the members of the limited liability company and their addresses are as follows:

G.M.YG. INTERNATIONAL DEVELOPMENT, INC.
8201 NW 8 STREET, SUITE 314
MIAMI, FLORIDA 33126-3920

ZURK, INC.
3741 SUNNY ISLES BOULEVARD, SUITE 160
NORTH MIAMI BEACH, FLORIDA 33160

ARTICLE VII - SUBSTITUTION FOR MEMBERS

An individual members shall have the right to substitute in his or her place a company or other business entity in which said member owns a majority or controlling interest. Said entity will replace the member in this limited liability company and an amendment shall be filed my the managing partner to reflect the same.

An any corporation who is a member may elect to substitute another corporation or a share holder of the corporation as the member of the limited liability company, by providing certified copies of the corporate resolution approving the substitution.

The member wishing to substitute another member must file executed, certified copies of assignment of interest, stock transfer(s), quitclaim deeds and any other documents necessary to complete the substitution. Note: a member will not be released from liability of the limited liability company, unless the entity or person being substituted signs an agreement with the limited liability company to assume said liability.

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be admitted only by the expressed written consent of a majority-in-interest of the members of the limited liability company, provided that the addition does not destroy or severely impair the interest of the dissenting members, results in insolvency or upon such other terms as are unanimously agreed to by all members entitled to a distribution upon dissolution or liquidation.

ARTICLE IX - CONTRIBUTION TO CAPITAL AND LIABILITY THEREFOR

The contribution of a member may be in cash or property only. Each member shall make an equal contribution for a 50% interest in the limited liability company as outlined in Platinum International, L.L.C. Partnership Contribution Agreement which is incorporated by reference herein.

ARTICLE X - SHARING PROFITS AND LOSSES

The profits and losses of the limited liability company shall be allocated among the members in proportion to their percentage capital contribution, in the manner provided in the Amended and Restated Articles of Organization. That contribution is 50% each. Therefore, the profits and losses will be shared 50% each.

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ARTICLE XI - CONTINUITY

The remaining member(s) of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a membership or occurrence of any other event which terminates the membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations of these Articles and Florida law. The distribution, if any shall be paid as soon as practicable, unless it will make the limited liability company insolvent or unable to complete a project or other obligation that would subject the limited liability company to legal action.

ARTICLE XII - MANAGEMENT

1. The limited liability company shall be a member-managed company. Company business shall be conducted by its Managing Partner, according to the provisions of the verbal or written operating agreement between the Managing Partners and Members. The name and address of the Managing Partners of the limited liability company are:

GIOVANNI MAINARDI
G.M.YG. INTERNATIONAL DEVELOPMENT, INC.
8201 NW 8 STREET, SUITE 314
MIAMI, FLORIDA 33126-3920

2. YUDITH GONZALEZ is expressly designated as the authorized representative and signatory of PLATINUM INTERNATIONAL, L.L.C. and G.M.YG. INTERNATIONAL DEVELOPMENT, INC., if GIOVANNI MAINARDI is absent from the jurisdiction.

3. Except as otherwise provided in subsection (4) hereof, the decision of a majority-in-interest of the members shall be controlling.

4. The management shall conduct of the company's business in conformance with any partnership agreement, oral or written, entered into between the partners. Where no restrictions are provided the Managing Partner shall conduct the business of the company in a fiduciary capacity upon consultation with the authorized representative of each partner.

5. A manager may be designated, appointed, elected, removed, or replaced by a vote, approval, or consent of a majority-in-interest of the members; and holds office until a successor has been elected and qualified, unless the manager sooner resigns or is removed.

6. Action requiring the consent of members or managers under these articles may be taken without a meeting, subject to the limitations of § 608.4231, Florida Statutes.

7. A member or manager may appoint a proxy to vote or otherwise act for the member or manager by signing an appointment instrument, either personally or by the member's or manager's attorney-in-fact.

8. Both the Managing Partner and an authorized representative of another partner shall have signature authority for the checking account of the limited liability company and both shall have to sign each check issued from the account.

ARTICLE XIII - ADDITIONAL DUTIES OF MANAGER(S)

1. Each manager and managing member shall owe a duty of loyalty and a duty of care to the limited liability company and the other members of the limited liability company.

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(a) Each manager shall be responsible for accounting to the limited liability company and holding as trustee for the limited liability company any property, profit, or benefit derived by such manager or managing member in the conduct or winding up of the limited liability company business or derived from a use by such manager or managing member of limited liability company property, including the appropriation of a limited liability company opportunity.

(b) Managers are prohibited from dealing with anyone or on behalf of any party having an interest adverse to the limited liability company and from competing with the limited liability company in the conduct of the limited liability company.

(c) The duty of care is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law.

(d) A manager or managing member may lend money to and transact other business with the company. As to each loan or transaction, the rights and obligations of the manager or managing member are the same as those of a person who is not a member, subject to other applicable law.

2. In discharging a manager's or managing member's duties, a manager or managing member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) Competent employees of the limited liability company;

(b) Legal counsel, public accountants, or other persons as to matters the manager or managing member reasonably believes are within the persons' professional or expert competence; or

(c) Other managers.

ARTICLE XIV - RECORDS TO BE KEPT

The limited liability company shall keep at its principal office the following records: (a) The names and addresses of the members and managers. (b) A copy of the articles of organization and all certificates of conversion, together with executed copies of any powers of attorney, if any, pursuant to which any articles of organization or certificates were executed. (c) Copies of the limited liability company's federal, state, and local income tax returns and reports, if any, for the 3 most recent years. (d) Copies of the effective operating agreement, if any, and any financial statements of the limited liability company for the 3 most recent years. (e) The limited liability company shall provide members and their agents and attorneys access to its records at the company's principal office or other reasonable locations. (f) The company shall provide former members and their agents and attorneys access for proper purposes to records pertaining to the period during which they were members. (g) The right of access provides the opportunity to inspect and copy records during ordinary business hours. The company may impose a reasonable charge, limited to the costs of labor and material, for copies of records furnished. (h) The limited liability company shall furnish to a member, and to the legal representative of a deceased member or member under legal disability information concerning the company's business or affairs, except to the extent the demand or the information demanded is unreasonable or otherwise improper under the circumstances. (i) Any action to enforce any right arising under this section shall be brought in the appropriate circuit court.

ARTICLE XV - MEETINGS

The managers shall hold a monthly meeting at a place of their choosing to discuss the status of the limited liability company's business, projects, resolve accounts, address issues and

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agree on the courses of action that will best achieve the goals and objectives.

ARTICLE XVI - DISSOLUTION AND WINDING UP

The limited liability company shall be dissolved, and the company's affairs shall be concluded, upon: (a) Upon written consent of both members, or at the time specified in these Articles of Organization; (b) The entry of an order of dissolution by a circuit court; (c) The death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member, unless the remaining member(s) elect to continue limited liability company without dissolution, upon agreement with the departing member or his/her estate to make an agreed upon distribution.

Following the occurrence of any of the events specified in this section which cause the dissolution of the limited liability company, the limited liability company shall deliver articles of dissolution to the Department of State for filing and the managing member or authorized representative of the limited company will wind up its affairs in accordance with Florida law.

ARTICLE XVII - WITHDRAWAL OF MEMBER AND DISSOLUTION

A member may withdraw from a limited liability company by giving 30 days notice prior to the date of withdrawal. A member may not resign from a limited liability company prior to the dissolution and winding up of the limited liability company. Also, the limited liability company interest may not be assigned prior to the dissolution and winding up of the limited liability company. Absent the restrictions set forth herein, a withdrawing member does not need the consent of the remaining members to withdraw.

Upon withdrawal, a withdrawing member is entitled to receive any distribution to which the withdrawing member is entitled under these Articles of Organization or operating agreement, and, if not otherwise provided in the articles of organization and operating agreement, the withdrawing member is entitled to receive, within a reasonable time after withdrawal, the fair value of the withdrawing member's interest in the limited liability company as of the date of resignation based upon the withdrawing member's right to share in distributions from the limited liability company.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with §§ 608.408(3) and 608.411, Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury that the facts stated herein are true.

Dated this 26th day of March, 2002.

ZURK, INC.

G.M.Y.G. INTERNATIONAL DEVELOPMENT, INC.

By: 
PATRICIA GARZON,
as Attorney in Fact

By: 
GIOVANNI MAINARDI, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PLATINUM INTERNATIONAL, L.L.C.
2. The name and street address of the registered agent are:

GIOVANNI MAINARDI
G.M.Y.G. INTERNATIONAL DEVELOPMENT, INC.
8201 NW 8 STREET, SUITE 314
MIAMI, FLORIDA 33126-3920

ACKNOWLEDGEMENT:

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.

Dated this 26th day of March, 2002.


GIOVANNI MAINARDI

Signed this 26th day of March, 2002.

Signature: 
GIOVANNI MAINARDI, Managing Partner

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