

L02000033027

Florida Department of State
Division of Corporations
Public Access System

FILED
02 DEC 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000235500 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

RECEIVED
02 DEC 10 AM 10:56
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

cyrus developments, llc

L02-33027
OK

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

HD 2000 235500

6

ARTICLES OF ORGANIZATION

OF

CYRUS DEVELOPMENTS, LLC

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §608.411(3).

ARTICLE I
NAME

The name of the limited liability company shall be CYRUS DEVELOPMENTS, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131.

ARTICLE III
DURATION

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is as follows:

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company

CYRUS DEVELOPMENTS, LLC
Articles of Organization

HD 2000 235500

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 10 PM 3:10

FILED

and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. The name and address of the initial members of the Company and their corresponding "Membership Interest" percentages, as defined in Florida Statutes §608.402(23), are as follows:

<u>Member Name</u>	<u>Membership Interest Percentage</u>
Eric P.R. Pintar c/o Santiago J. Padilla, P.A. 1001 Brickell Bay Drive, Suite 1704 Miami, Florida 33131	50%
Eric M. Pintar c/o Santiago J. Padilla, P.A. 1001 Brickell Bay Drive, Suite 1704 Miami, Florida 33131	25%
Gustavo J. Usandizaga c/o Santiago J. Padilla, P.A. 1001 Brickell Bay Drive, Suite 1704 Miami, Florida 33131	25%

FILED
02 DEC 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI MANAGEMENT

The Company shall be a member-managed company as provided in Florida Statutes, §608.422, and shall be managed the members in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

ARTICLE VII INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of

active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this the 10 day of December 2002.

Attest:


Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla, President
Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

02 DEC 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes, Section 608.415, the following is submitted:

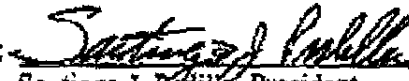
CYRUS DEVELOPMENTS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Dated: December 10, 2002

Attest:


Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla, President
Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

02 DEC 10 PM 3:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO 2000 235500

ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

CYRUS DEVELOPMENTS, LLC

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: December 10, 2002

Attest:

Santiago J. Padilla
Santiago J. Padilla, Secretary

SANTIAGO J. PADILLA, P.A.

By: Santiago J. Padilla
Santiago J. Padilla, President

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

02 DEC 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HO 2000 235500