

W03000034222

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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DIVISION OF CORPORATION

03 SEP 22 AM 7:54

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LIMITED LIABILITY AMENDMENT

CARMADOS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$25.00

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03 SEP 19 AM 10:04

FILED

Handwritten initials and date: 9-22-03

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CARMADOS, LLC

DOCUMENT NO.: 103000034222

Pursuant to the provisions of Florida Statutes §608.411(3), the above-named Florida limited liability company hereby adopts the following Amended and Restated Articles of Organization, which amends and restates the Articles of organization originally filed on September 10, 2003:

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 CARMADOS, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 12603 Sunrise Boulevard, Sunrise, Florida 33323.

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.

CARMADOS, LLC
Amended and Restated Articles of Organization

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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:

Carlos A. Ruiz
12603 Sunrise Boulevard
Sunrise, Florida 33323

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 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>
Carlos A. Ruiz c/o Vargas, Piedra & Co. 780 N.W. Lejeune Road, Suite 516 Miami, Florida 33126	33.60%
Jorge Gottert c/o Vargas, Piedra & Co. 780 N.W. Lejeune Road, Suite 516 Miami, Florida 33126	33.60%
Gustavo Romasco c/o Vargas, Piedra & Co. 780 N.W. Lejeune Road, Suite 516 Miami, Florida 33126	16.80%
Ray Rex, LLC c/o Vargas, Piedra & Co. 780 N.W. Lejeune Road, Suite 516 Miami, Florida 33126	10.00%

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Jorge Del Real
c/o Vargas, Piedra & Co.
780 N.W. Lejeune Road, Suite 516
Miami, Florida 33126

6.00%

ARTICLE VI MANAGEMENT

The Company shall be a member-managed company as provided in Florida Statutes, §608.422, and shall be managed by 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. Set forth below is/are the name(s) of the initial Managing Member(s) of the Company, who has/have been duly designated to manage the Company as provided in Florida Statutes, §608.422(2)(a):

Managing Member Name

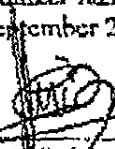
Carlos A. Ruiz
c/o Vargas, Piedra & Co.
780 N.W. Lejeune Road, Suite 516
Miami, Florida 33126

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.

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FILED

IN WITNESS WHEREOF, the undersigned organizer has executed these Amended and Restated Articles of Organization this the 18 day of September 2003.

By: 

Carlos A. Ruiz,
Organizer

c/o Vargas, Piedra & Co.
780 N.W. Lejeune Road, Suite 516
Miami, Florida 33126

AND
FILED
03 SEP 19 11:01 AM
CLERK OF DISTRICT COURT
MIAMI, FLORIDA


CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

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

CARMADOS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 12603 Sunrise Boulevard, Sunrise, Florida 33323 as its initial Registered Office and has named Carlos A. Ruiz, with a business office located at said address, as its initial Registered Agent.

Dated: September 18, 2003

By: _____


Carlos A. Ruiz,
Organizer

c/o Vargas, Piedra & Co.
780 N.W. Lejeune Road, Suite 516
Miami, Florida 33126

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STATE OF FLORIDA
SECRETARY OF STATE

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ACKNOWLEDGEMENT OF REGISTERED AGENT

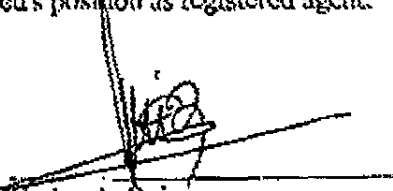
OF

CARMADOS, 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: September 18, 2003

By:


Carlos A. Ruiz
Registered Agent

12603 Sunrise Boulevard
Sunrise, Florida 33323

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A.M.
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