

L 05000018705

Florida Department of State  
Division of Corporations  
Public Access System

FILED

2005 FEB 23 A 11: 24

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.

(((H05000046106 3)))

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

DIVISION OF CORPORATIONS

05 FEB 23 PM 4: 26

RECEIVED

LIMITED LIABILITY COMPANY

promax investments, llc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

H050000461000

5

ARTICLES OF ORGANIZATION  
OF

2005 FEB 23 A 11: 24

PROMAX INVESTMENTS, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

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

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive  
Suite O-305  
Miami, FL 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:  
FREEMAN, HABER, ROJAS & STANHAM, LLP  
Stephen A. Freeman  
Florida Bar No.: 146795  
520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131  
Telephone: (305) 374-3800

L115000461000

**FILED**

2005 FEB 23 A 11: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successors are duly elected and qualified, shall be: **Francisco Ruiz**

**ARTICLE V**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**FILED**

2005 FEB 23 A 11: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23 day of February, 2005.



\_\_\_\_\_  
Stephen A. Freeman  
Duly Authorized Representative of a  
Member

TOTAL P.05

H05000046100

ACCEPTANCE OF REGISTERED AGENT

FILED

The undersigned agrees to act as registered agent for PROMAX INVESTMENTS, LLC A 11: 24 to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 23 day of February, 2005. TALLAHASSEE, FLORIDA

TRANSGLOBAL CORPORATE ADMINISTRATION, LLC

By: Stephen A. Freeman, Vice President

\\F0hrserver\Users\MRouret\Mcr\2003 SAF\Florida LLC\Promax Investments, LLC\Articles- Promax Investments, LLC.DOC

H05000046100