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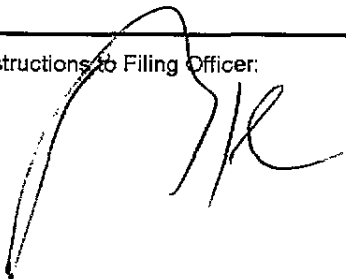
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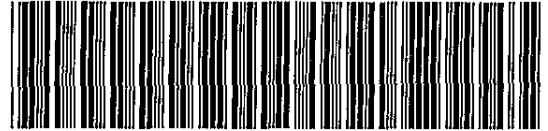
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TALLAHASSEE, FLORIDA  
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**LAZARUS CORPORATE FILING SERVICE**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- 1. LA ESCALERITA, L.L.C.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## Articles of Organization of

### La Escalerita, L.L.C.

The undersigned, as a member or an authorized representative of a member of the company pursuant to chapter 608, Florida Statutes, files the following Article of organization establishing a Florida Limited Liability Company name **La Escalerita, L.L.C.** The following Articles shall serve as the charter and authority for the conduct of business of the Limited Liability Company.

#### ARTICLE I

The name of company Shall Be: **La Escalerita, L.L.C.**

#### ARTICLE II

##### PRICIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Company shall be:  
5201 Blue Lagoon Dr. 8<sup>th</sup> floor  
Miami, FL 33126

#### ARTICLE III

In addition to the power authorized by the laws of the State of Florida for limited liability companies, the general nature of the business of businesses to be transacted, and which the limited liability Company is authorized to transact, shall as follows.

- 1.- To engage in any activity or business authorized under the Florida Statutes.
- 2.- In General, to carry on any and all incidental business; to have and exercise all the powers conferred by the la laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3.- To purchase or otherwise acquire, undertake, carry on improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation Carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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TALLAHASSEE, FLORIDA

- 4.- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department perform and carry out, assign, cancel or rescind any such contracts.
- 5.- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Article and otherwise granted or permitted by law, while acting agent, nominee, or attorney-in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association , partnership, firm, syndicate, individual , or other entity. And in this capacity or under this arrangement develop, Improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights privileges, and immunities of limited liability companies for profit.
- 6.- to do everything necessary, proper advisable, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of or connected with its business or powers provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses To be transacted, shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or influence from the terms of any other clause, They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act. Which a limited liability company may not, under Florida laws lawfully carry on, exercise, exercise or do.

## **ARTICLE IV**

### **Exercise of Powers**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed under the direction of the managers or members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

## **ARTICLE V**

### **Existence**

The Company shall have perpetual existence, until dissolved in a manner provided by law, or as provided in the Operational Agreement adopted by the members.

## **ARTICLE VI MANAGEMENT**

The company shall be managed by one or more managers and is therefore a manager-managed company.

Management of the limited liability company is reserved to its members.

The initial manager of the company shall be seven (7), to hold office until its successor have been duly elected and qualified, or until their early resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the Operational Agreement of the company.

The names and addresses of the initial Managers and Members are:

### **Managers/Members**

Fabio Humberto Garcia Gomez, President  
Carrera 85 A, Numero 13b1-11  
Ingenio 1, Cali Columbia

Luz Matilde Lopez, Vice President  
Carrera 85 A, Numero 13b1-11  
Ingenio 1, Cali Columbia

Maria del Pilar Renteria, Secretary  
Calle Quinta No# 4370  
Apt. 49, Cali Columbia

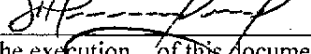
Carolina Garcia Lopez, Treasurer  
Carrera 85 A, Numero 13b1-11  
Ingenio 1, Cali Columbia

Fabio Garcia Lopez  
Carrera 85 A, Numero 13b1-11  
Ingenio 1, Cali Columbia

Cesar H. Garcia Lopez  
Carrera 85 A, Numero 13b1-11  
Ingenio 1, Cali Columbia

Nestor Raul Valencia  
Calle Quinta No# 4370  
Apt. 49, Cali Columbia

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Signature of a member or an authorized representative,   
With accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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## **ARTICLE VII**

### **Membership Restrictions**

Members shall have the right to admit new members in accordance with the procedure stated in the Operational Agreement of the company.

## **ARTICLE VIII**

### **Profits and Losses**

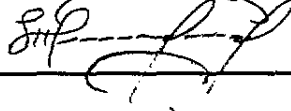
Profit Sharing arising from the operation of the limited liability company Business that remain after the payment of the expenses of conducting the business of the limited liability company shall be distributed among the members in accordance with the procedure stated in the Operational Agreement of the company.

All losses that occur in the operation of limited liability company business shall be considered in accordance with the procedure stated in the Operational Agreement of the company

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this

9<sup>th</sup> day of March 2005

By: Fabio Humberto Garcia Gomez, Signature of Member



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## **ARTICLE IX**

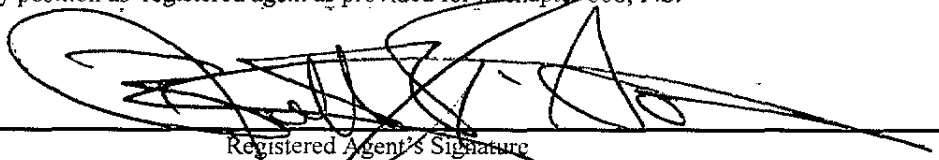
### **Initial Registered Agent and Street Address**

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Bettina Rodriguez Aguilera , 5201 Blue Lagoon Dr. 8<sup>th</sup> floor. Miami. FL. 33126

- a) The private property of any manager shall not be subject to the payments of any Limited Liability company debts to any extent whatsoever;
- b) An authorized manager of the Limited Liability company may transact business, borrow, lend finance or otherwise deal or contract with the Limited Liability Company to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- c) The Limited Liability Company shall indemnify each manager of the Limited Liability company against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having a manager of the company (whether or not he continues to be a Manager at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-laws, agreements, vote of member, or disinterested managers or otherwise, both as to action in his official capacity and as to continue as to any person who has ceased to be a manager, shall inure to the benefit of the Heirs, executors, and administrators of such a person.

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 as provided for in chapter 608, F.S.



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Registered Agent's Signature