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honduras caribbean, llc

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**HONDURAS CARIBBEAN, LLC**

**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized 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 **HONDURAS CARIBBEAN, LLC**, (the "Company").

**ARTICLE II. ADDRESS**

The principal office and mailing address of the Company is:

7255 N.W. 68<sup>th</sup> Street, Unit 16  
Miami, Florida 33166

**ARTICLE III. 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 unanimous written agreement of all Members.

**ARTICLE IV. 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.

Myron M. Samole  
Samole & Berger, P.A.  
9700 S. Dixie Highway  
Suite 1030  
Miami, FL 33156  
Fla Bar No. 323527

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#### **ARTICLE V. REGISTERED AGENT AND OFFICE**

The Company designates 9700 South Dixie Highway, Suite 1030, Miami, Florida 33156, as the street address of the initial registered office of the Company and names Myron M. Samole the Company's initial registered agent at that address to accept service of process within this state.

#### **ARTICLE VI. ADDITIONAL MEMBERS**

Additional members may be admitted in the manner set forth in the Operating Agreement of the Company, and upon unanimous consent of all present members.

#### **ARTICLE VII. MANAGEMENT**

The Company shall be conducted, carried on, and managed by no less than one (1) Managing Member, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Managing Member(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Managing Member is as follows:


Clayton Phillips	7255 N.W. 68 <sup>th</sup> Street, Unit 16
	Miami, Florida 33166

Such Managing Member shall serve in such capacity until the first annual meeting of the Members or until its successor is duly elected and qualified.

#### **ARTICLE VIII. REGULATIONS**

The power to enact, adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company. If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent permitted by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23<sup>rd</sup> day  
of January, 2008.

  
CLAYTON PHILLIPS  
Managing Member

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Company named above 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 acknowledge that he is familiar with, and accepts, the obligations of such position.

  
Myron M Samole

Dated: January 23, 2008

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