

Division of Corporations

((H11000067855 3))

Page 1 of 1

H11000031809

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.

((H11000067855 3))



H110000678553ABC0

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)617-6383

From: Account Name : DUANE MORRIS LLP
Account Number : I19990000059
Phone : (305)960-2220
Fax Number : (305)397-2683

FILED
11 MAR 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA LIMITED LIABILITY CO.
MIAMI HIALEAH LLC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

RECEIVED
11 MAR 15 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
MAR 16 2011
EXAMINER

Electronic Filing Menu Corporate Filing Menu Help

((H11000067855 3))

03/15/2011 11:07 FAX 305 677 9310

(((H11000007055 3)))

002

**ARTICLES OF ORGANIZATION
OF
MIAMI HIALEAH LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes.

ARTICLE I: NAME

The name of this limited liability company is **MIAMI HIALEAH LLC** (the "Company").

ARTICLE II: ADDRESS OF COMPANY

The mailing address of the Company is:

**3301 Ponce de Leon Blvd.
Suite 220
Coral Gables, Florida 33134**

The street address of the principal office is:

**3301 Ponce de Leon Blvd.
Suite 220
Coral Gables, Florida 33134**

FILED
11 MAR 15 AM 8:49
SECRETARY OF STATE
FALLAHASSEE, FLORIDA

ARTICLE III: REGISTERED AGENT

The name and address of the registered agent of the Company is:

**Frank Socarras
Socarras & Associates
3301 Ponce de Leon Blvd.
Suite 220
Coral Gables, Florida 33134**

03/15/2011 11:07 FAX 305 677 9310

(((H11000067855 3)))

003

ARTICLE IV: MANAGEMENT OF THE COMPANY

The Company will be a member – managed company:

The name and address of the initial Managing Member are as follows:

Title:
Managing Member (“MGRM”):

Name and Address:
Zealous Financial Ltd.
Sea Meadow House
Blackburne Highway (P.O. Box 116)
Road Town, Tortola, British Virgin Islands

FILED
11 MAR 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V: INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person or entity who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/it conduct was unlawful. The Company shall reimburse each person or entity for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person or entity under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person or entity in any proper case even though not specifically provided for herein.

The undersigned authorized representative has executed these Articles of Organization effective as of March 8, 2011.



Frank Socarras

In 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.

03/15/2011 11:07 FAX 305 877 9310

(((H11000067855 3)))

004

ACCEPTANCE BY REGISTERED AGENT

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, Florida Statutes.

Frank Socarras
Frank Socarras, As Registered Agent

FILED
11 MAR 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA