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ACCOUNT NO. : 072100000032

REFERENCE : 979321 7139083

AUTHORIZATION :

*Patricia Puynt*

COST LIMIT : \$ 337.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

90 SEP 30 PM 3:39

FILED

ORDER DATE : September 30, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 979321-005

CUSTOMER NO: 7139083

CM

CUSTOMER: Linda Larrea, Esq  
LARREA & ORTEGA  
ATTORNEYS AT LAW  
Suite 111  
2300 Coral Way  
Miami, FL 33145

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DOMESTIC FILING

NAME: PAN AMERICAN-CARDEL GROUP,  
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
PAN AMERICAN-CARDEL GROUP, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is, **PAN AMERICAN-CARDEL GROUP, L.C.**
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2048.
3. Mailing Address and Street Address. The Company's mailing and street address is: **c/o Carlos Lopez-Cantera, 2300 Coral Way, Suite 111, Miami, Florida 33145.**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES**. The street address of the initial registered agent of the Company is **2300 Coral Way, Suite 103, Miami, Florida 33145.**
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following company will initially be the managing member:

Name and Address:

**Pan American Land, Inc.**

**c/o Carlos Lopez-Cantera  
2300 Coral Way, Suite 111  
Miami, Florida 33145**

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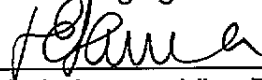
**Carlos J. Rodriguez, Inc.**

**c/o Carlos J. Rodriguez  
3255 N.W. 87<sup>th</sup> Avenue  
Miami, Florida 33172**

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of September 29, 1998.

**Pan American Land, Inc., a  
Florida corporation  
Co-Managing Member**

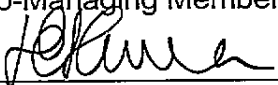
  
\_\_\_\_\_  
Linda Larrea, Vice President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of **PAN AMERICAN-CARDEL GROUP, L.C.** deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1,800,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is:  
NONE
- 3) the total amount of cash or property anticipated to be contributed by members is  
\$0.

**PAN AMERICAN LAND, INC.**  
Florida corporation  
Co-Managing Member  
  
Linda Larrea, Vice President

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(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

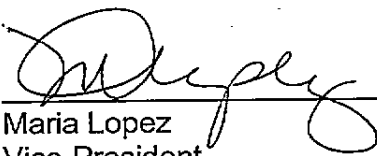
**PAN AMERICAN-CARDEL GROUP, L.C.**

2. The name and address of the registered agent and office is:

**Dade Corporate Services  
2300 Coral Way, Suite 103  
Miami, Florida 33145**

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.

**DADE CORPORATE SERVICES**  
Registered Agent

  
\_\_\_\_\_  
Maria Lopez  
Vice-President

9-29-98  
\_\_\_\_\_  
(Date)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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