

L98000003101

Florida Department of State

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LIMITED LIABILITY COMPANY

GEMOREX, U.S.A., L.C.

L98-3101

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## ARTICLES OF ORGANIZATION OF GEMOREX, U.S.A., L.C.

We, the organizers hereof, do hereby execute these Articles of Organization of Gemorex, U.S.A., L.C. a limited liability company organized under and pursuant to the Provisions of Chapter 608, Florida Statutes, 1987.

### ARTICLE I - NAME

The name of limited liability company is: Gemorex U.S.A., L.C.

### ARTICLE II - EXISTENCE

This limited liability company shall exist from the date of the filing of these articles of organization with the Department of State, Tallahassee, Florida, or such other offices thereof authorized to accept same, and for a maximum period of thirty (30) years from the date of filing hereof, unless otherwise terminated prior thereto in accordance with the law.

The effective date of this Limited Liability Company is January 1st, 1999

### ARTICLE III - PURPOSE OF ORGANIZATION

This company is organized for the express purpose of importing, exporting jewelry and miscellaneous items and / or in any other manner dealing in freight forwarding and custom duties within the State of Florida, and for any and all other acts or purposes permitted under Section 608-404, Florida Statute, 1987 and under any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/ or purposes may be otherwise barred or restricted by law.

### ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT

- (A) Place of business: the company's place of business within the state of Florida is at the following address:

250 Valencia  
Coral Gables Fl, 33134

- (B) Registered agent: The name and address of the Registered Agent of the company is:

Gustavo Holguin  
320 Flamingo Rd Apt 309  
Pembroke Pines, FL 33207

Prepared by:  
Gustavo Holguin,  
320 Flamingo Rd. Apt. 309,  
Pembroke Pines, Fl 33207  
(305) 448-3898

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FILED  
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DIVISION OF CORPORATIONS**ARTICLE V - ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. Additional members may be admitted only at such times and on such terms as they may unanimously agree.

**ARTICLE VI - TOTAL CONTRIBUTIONS BY MEMBERS**

(A) Initial contributions of cash and/ or property by members. Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of One Thousand (\$ 2,000.00) Dollars as follows:

Gemorex, Ltda.	95%
Luis Guillermo Velez	5 %

(B) Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company, unless a majority interest of the members agree to thereto in writing

**ARTICLE VII-INTEREST OF MEMBERS**

All interests of members in the company shall be considered personal property and not real property.. Any interest of a member in the company shall be transferred only as provided in an operating agreement to be adopted by the majority interest of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

**ARTICLE VIII-CONTINUATION AFTER INVOLUNTARY TERMINATION**

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e., without the consent of majority of the ownership in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

**ARTICLE IX-MANAGEMENT OF THE COMPANY**

(A) Management by Member: Unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names of the members of the company are:


Name

Address

Luis Guillermo Velez

250 Valencia  
Coral Gables, FL 33134

IN WITNESS WHEREOF, we have hereunto affixed our respective hands and seals as  
organizers of this limited liability company this 4th day of December 1998

  
Luis Guillermo Velez

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### AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Luis Guillermo Velez with being duly sworn, deposes and says:

- 1.- I, Luis Guillermo Velez, as organizer and member of Gemorex U.S.A., L.C. hereby state the following regarding the articles of organization of Gemorex U.S.A., L.C.
- 2.- Gemorex U.S.A., L.C. has two members. The two members are Gemorex I.t.d.a and Luis Guillermo Velez
- 3.- The actual amount of cash contribution by each member is \$2,000.00
- 4.- The agreed value of any property other than cash contributed is zero dollars
- 5.- No additional amount of cash or property contribution, other than the amount set forth in paragraph 3 above, is anticipated by the members at this time.

  
 Luis Guillermo Velez

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments personally appeared,

*Luis Guillermo Velez*

to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 7<sup>th</sup> day of Dec, 19 98

  
 NOTARY PUBLIC, State of Florida

My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to provide the company with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4th day of December 1998

Gustavo Holguin

By: *Gustavo Holguin*  
Gustavo Holguin

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