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LIMITED LIABILITY COMPANY

atlantic partners usa, l.l.c.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 1999

EMPIRE CORPORATE KIT

SUBJECT: ATLANTIC PARTNERS USA, L.L.C.
REF: W99000019448

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STATE OF FLORIDA
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The document must include the addresses of the managers listed in Article VIII, MANAGEMENT OF THE COMPANY.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: E99000021070
Letter Number: 199A00042233

Fax Audit No. H99000021070

ARTICLES OF ORGANIZATION

OF

ATLANTIC PARTNERS USA, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is Atlantic Partners USA, L.L.C.

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall be perpetual.

ARTICLE III

PURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

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This instrument prepared by:
William C. Hearon, Esq.
Florida Bar No. 264660
William C. Hearon, P.A.
One S.E. Third Avenue
Suite 3000
Miami, Florida 33131
(305) 579-9813

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ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability company is c/o William C. Hearon, One S.E. Third Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is One S.E. Third Avenue, Suite 3000, Miami, Florida 33131, and the name of the registered agent of this limited liability company at that address is William C. Hearon, Esq.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of all of the existing members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

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ARTICLE VIII

MANAGEMENT OF COMPANY

The business of the Company shall be managed by two co-managers. The co-managers shall hold the offices and have the responsibilities accorded to him/her by the members and set out in the operating agreement. The name and address of the initial co-managers, who are to serve until the first annual meeting of Members or until his/her successor is elected and qualified, are:

William C. Hearon, One S.E. Third Avenue, Suite 3000, Miami, Florida
33131

Viola Koch, 1324 State Street, PMB J161, Santa Barbara, California 93101

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this 23rd day of August, 1999.



Five Oceans Corp., Member
By its President, William C. Hearon

ACCEPTANCE OF 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 the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 23rd day of August, 1999.



William C. Hearon, Esq.

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**AFFIDAVIT UNDER
FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA)
): ss
COUNTY OF MIAMI-DADE)

Before the undersigned authority, personally appeared William C. Hearon, as President of Five Oceans Corp., a member of Atlantic Partners USA, L.L.C. who, on oath says:

1. Affiant is a member of Atlantic Partners USA, L.L.C.
2. That Atlantic Partners USA, L.L.C. has at least one member.
3. The amount of cash contributed by the members is \$2,000.00, and the description and agreed value of the property other than cash contributed by the members is none.
4. At the present time, it is not anticipated that the members will contribute additional capital contributions.

FURTHER, AFFIANT SAYETH NAUGHT.

By: *William C. Hearon*
Five Oceans Corp., Member
By its President, William C. Hearon

Sworn to and Subscribed before me this 23rd day of August, 1999, by William C. Hearon as President of Five Oceans Corp., a member of Atlantic Partners USA, L.L.C., who is personally known to me or who has produced personally known as identification.

Mary Mastferrer
Signature
Mary Mastferrer
[Print Name]

Notary Public, State of Florida
Mary Mastferrer
Notary Public, State of Florida
Commission No. CC 642610
My Commission Exp. 04/28/2001
1-800-NOTARY - Fla. Notary Service & Bonding Co.

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