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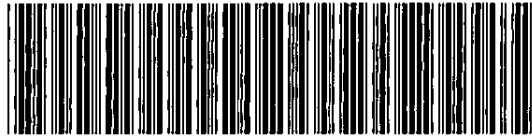
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SECRETARY OF STATE
DIVISION OF CORPORATION
08 MAY 20 AM 8:11

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Seraph Labs, LLC.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Zsolt Marcet
(Name of Person)

(Firm/Company)

2635 SW 35th Place, Apt. 1907
(Address)

Gainesville, FL 32608
(City/State and Zip Code)

For further information concerning this matter, please call:

Zsolt Marcet at (**352**) **256-7662**
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

OF

Seraph Labs, LLC.

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the Florida Limited Liability Companies Act, Chapter 608 of the 2007 Florida Statutes, the undersigned adopts the following articles of organization for the Company.

ARTICLE I

Name

The name of the Limited Liability Company shall be Seraph Labs, LLC. (the "Company").

ARTICLE II

Address

The mailing address and the street address of the principal office of the Company are:

Principal Office Address:
Pedro Machin
913 Valley Stream Drive
Wheeling, IL 60090

Mailing Address:
Zsolt Marcet
2635 SW 35th Place, Apt. 1907
Gainesville, FL 32608

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION,
08 MAY 20 AM 8:12

ARTICLE III

Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Name: Zsolt Marcet
Address: 2635 SW 35th Place, Apt. 1907
Gainesville, FL 32608

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, F.S..


Registered Agent's Signature

**ARTICLE IV
Manager(s) or Managing Member(s):**

The name and address of each Manager of Managing Member is as follows:

Title:	Name and Address:
Managing Member	Zsolt Marcet 2635 SW 35 th Place, Apt. 1907 Gainesville, FL 32608
Managing Member	Pedro Machin 913 Valley Stream Drive Wheeling, IL 60090
Managing Member	Carlos Avila 8868 NW 108 th Lane Hialeah-Gardens, FL 33018

**ARTICLE V
Effective Date**

The Company's existence shall begin upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with The Florida Limited Liability Company Act and shall continue perpetually thereafter, unless dissolved sooner in accordance with the terms of the Company's Operating Agreement.

**ARTICLE VI
Purposes and Powers**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida, and shall have all powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE VII
Admission of New Members**

No additional member shall be admitted to the Company, and no member may transfer his or her interest in the Company except, in either case as set forth in the Operating Agreement of the Company, and if there is no Operating Agreement in effect, by unanimous consent of all members. No transferee shall have any right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Operating Agreement, and if no Operating Agreement is in effect, upon the unanimous consent of all members.

**ARTICLE VIII
Management**

The Company shall be managed by the members unless otherwise set forth in the Operating Agreement.

ARTICLE IX
Nonliability and Indemnification

- A. No Member or Manager of the Company's shall be personally responsible or liable for any of the acts, debts, liabilities, or losses of the Company.
- B. No Manager of the Company shall be personally responsible or liable to the Company or its Members or anyone else for monetary damages for breach of fiduciary duty as a Manager except for liability (i) for any breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional Misconduct or a knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or a wrongful distribution in violation of the Florida Limited Liability Company Act.
- C. Each person who is or was a Manager of the Company (and the heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of it fact that such person is or was a Manager of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.
- D. The Company may, by action of the Managers, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the managers shall determine to be appropriate and authorized by applicable law.
- E. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or subsequently acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or disinterested Managers, or otherwise.
- F. Any repeal or amendment of this Article by the Members of Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 14th day of May, 2008.

Zolt Marcet
Signature
Zolt Marcet
Name

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

State of Florida
County of Alachua
Sworn to / Acknowledged this 14th day
of May, 2008
by Zolt Marcet
who produced FL. Driver License
as identification.

