

JAN-26-2009 MON 10:47 AM

FAX NO.

P. 01

Division of Corporations

Page 1 of 1

LO 9000008244

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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.

((H09000017603 3)))



H090000176033ABC

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 : HARPER MEYER #5
Account Number : I20060000102
Phone : (305) 577-3443
Fax Number : (305) 577-9921

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN 26 AM 9:55

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Waterloo Associated, LLC

S. HAWKES

JAN 27 2009

EXAMINER

Certificate of Status	0
Certified Copy	1
Page Count	04 05
Estimated Charge	\$155.00

RECEIVED
09 JAN 26 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H09000017603 3

**ARTICLES OF ORGANIZATION
OF
WATERLOO ASSOCIATED, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is WATERLOO ASSOCIATED, LLC (the "Company").

ARTICLE II

PRINCIPAL BUSINESS ADDRESS

The principal business address of the Company is:

c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE III

MAILING ADDRESS

The mailing address of the Company is:

c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE IV

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 1400, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this state.

H09000017603 3

FILED
09 JAN 26 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H09000017603 3

ARTICLE V

DURATION AND TERMINATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

ARTICLE VI

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable.

ARTICLE VII

MANAGERS

The name and address of the initial Manager of the Company is:

Steven H. Hagen
701 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE VIII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

H09000017603 3

FILED
09 JAN 26 PM 9 55
SECRETARY OF STATE
FLORIDA

H09000017603 3

ARTICLE IX

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the the existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X

OPERATING AGREEMENT

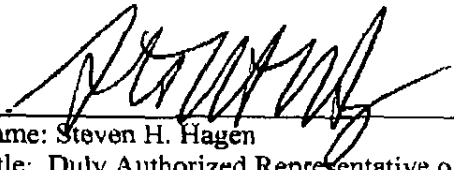
The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE XI

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of January, 2009.


Name: Steven H. Hagen
Title: Duly Authorized Representative of a
Member

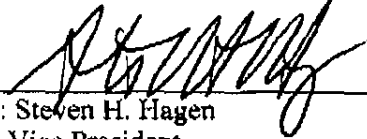
H09000017603 3

H09000017603 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for WATERLOO ASSOCIATED, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 26th day of January, 2009.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Steven H. Hagen
Title: Vice President

48100

FILED
09 JAN 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H09000017603 3