

L03000039499

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

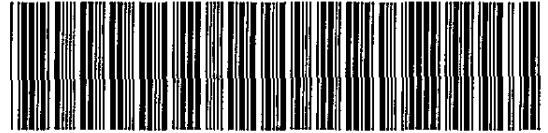
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip Phone #

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OCT 5 PM 1:28  
HALL COUNTY CLERK  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. 180 HIALEAH, L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in    
  Pick up time    
  Certified Copy  
 Mail out    
  Will wait    
  Photocopy    
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:  
180 Hialeah, L.L.C.

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 710 South Dixie Highway, Coral Gables, Florida 33146. The Board of Managers may from time to time move the principal office to another address in Florida.

**ARTICLE III - Duration**

This Limited Liability Company is to exist perpetually. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a non member and the name and address of the manager is:

<u>Name</u>	<u>Address</u>
D & O Development, Inc.	710 South Dixie Highway Coral Gables, FL 33146

**ARTICLE V - Membership**

Initially, the Limited Liability Company shall have three members. The name, address and percentage membership interests are:

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<u>Name</u>	<u>Address</u>	<u>Interest</u>
<b>Danny Correa</b>	<b>710 South Dixie Highway Coral Gables, FL 33146</b>	<b>50%</b>
<b>Oscar Garcia</b>	<b>710 South Dixie Highway Coral Gables, FL 33146</b>	<b>25%</b>
<b>Icer Palacio</b>	<b>710 South Dixie Highway Coral Gables, FL 33146</b>	<b>25%</b>

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

#### **ARTICLE VI - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

#### **ARTICLE VII - Members Rights to Continue Business**

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

#### **ARTICLE VIII - Initial and Authorized Capital**

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article V. The authorized capital shall be \$1,000,000.00, but may be increased by amending these articles as provided in Article IX.

#### **ARTICLE IX - Amendment**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership

entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

**ARTICLE X - Registered Office and Registered Agent**

That 180 Hialeah, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Danny Correa as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 710 South Dixie Highway, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County, State of Florida, this 13<sup>th</sup> day of October, 2003.

180 Hialeah, L.L.C.

By Danny Correa, its managing member

By: \_\_\_\_\_

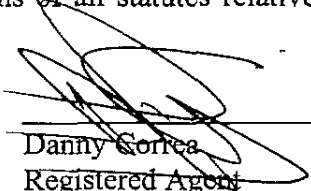
Danny Correa, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That 180 Hialeah, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Danny Correa, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Danny Correa  
Registered Agent

10/13/03.  
\_\_\_\_\_  
Date