

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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434 Chilean Operating
Company, L.C.

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****125.00 ****125.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ✓ ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

00 JAN 20 AM 9:44
RECEIVED
TALLAHASSEE, FLORIDA

00 JAN 18 AM 9:54
RECEIVED
TALLAHASSEE, FLORIDA

W-1303

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

W-1303



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

CAPITAL CONNECTION, INC.

SUBJECT: 434 CHILEAN INVESTMENT COMPANY, L.C.
Ref. Number: W00000001363

We have received your document for 434 CHILEAN INVESTMENT COMPANY, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability 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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 900A00002354

00 JAN 20 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ADVISORY
FBI

ARTICLES OF ORGANIZATION
OF
434 CHILEAN OPERATING COMPANY, L. C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be 434 CHILEAN OPERATING COMPANY, L.C. ("Company"). The principal place of business of the Company in Florida shall be 233 Tradewind Drive, Palm Beach, Florida 33480. This is also the mailing address.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2020, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

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

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is PETER S. BROBERG, 223 Peruvian Avenue, Palm Beach, Florida 33480.

APPROVED
AND
FILED
00 JUN 20 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
MILLARD V. OAKLEY	\$1,000.00
WILLIAM O. COOLEY	\$1,000.00

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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AND
FILE

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

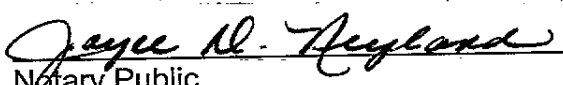
<u>NAME</u>	<u>ADDRESS</u>
MILLARD V. OAKLEY	1024 West Main Street Livingston, TN 38570
WILLIAM O. COOLEY	233 Tradewind Drive Palm Beach, FL 33480

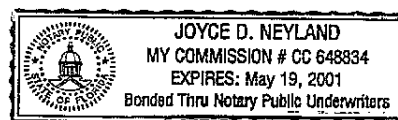
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Palm Beach, Florida, for the foregoing uses and purposes this 14th day of January, 2000.


WILLIAM O. COOLEY

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of January, 2000, by WILLIAM O. COOLEY, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

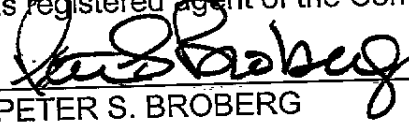

Notary Public
Print: JOYCE D. NEYLAND
My Commission Expires:



RECORDED
AND
INDEXED
00 JAN 27 11 09 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of 434 CHILEAN INVESTMENT COMPANY, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



PETER S. BROBERG
Registered Agent

APPROVED
AND
FILED

00 JUN 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is 434 CHILEAN INVESTMENT COMPANY, L.C.
2. The name and address of the registered agent and office is:

Peter S. Broberg
223 Peruvian Avenue
Palm Beach, FL 33480

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.


PETER S. BROBERG

Date: January 11, 2000

00 JAN 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FL 32302

APPROVED
AND
FILED