

# L000000001455

Order Number Only

2/2/00.

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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-02/03/00--01022--006

\*\*\*\*155.00 \*\*\*\*155.00

CORPORATION(S) NAME

Sanro Industries and Trading, L.L.C.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under          |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem           | <input type="checkbox"/> Will Wait          | <input type="checkbox"/> Mail                       |
| <input checked="" type="checkbox"/> Walk In        | <input checked="" type="checkbox"/> Pick Up |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

RECEIVED  
00 FEB -3 AM 9:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Empire Toll-Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 3, 2000

EMPIRE

SUBJECT: SANRO INDUSTRIES AND TRADING, L.L.C.  
Ref. Number: W00000003065

We have received your document for SANRO INDUSTRIES AND TRADING, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a member or an authorized representative of a member. The document was signed by Raul Rojas as the incorporator. He needs to specify himself as a member or authorized representative of a member.

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: 700A00005366

NOTED  
AND  
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COFFER - 9 FEB 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming organized under the laws of the State of Florida, Chapter 608, and petition the Secretary of State for approval of such organization under the following proposed Articles of Organization.

### ARTICLE I

#### NAME

The name of the Limited Liability Company shall be **SANRO INDUSTRIES AND TRADING, L.L.C.**

### ARTICLE II

#### PURPOSE

The purpose for which this Limited Liability Company is organized is as follows:

To engage in all activities not unlawful under the laws of the United States and the State of Florida.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

To lend money to, and use its credit to assist its manager(s) and employees in accordance with the laws of the State of Florida.

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign organizations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the organization may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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property, franchise, and income.

To lend money for its organizational purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

To elect or appoint managers of the organization and define their duties and fix their compensation.

To make and alter By-Laws, not inconsistent with its Articles of Organization or with the laws of this State, for the administration and regulation of the affairs of the Limited Liability Company.

To make donations for the public welfare or charitable, scientific, or educational purposes.

To transact any lawful business which the manger(s) shall find will be in aid of governmental policy.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for all or any part of its manager(s).

To have and exercise all powers necessary or convenient to effect its purpose.

### ARTICLE III

#### PRINCIPAL OFFICE

The mailing address and the street address of the initial principal office of the Limited Liability Company shall be 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410.

### ARTICLE IV

#### MANAGEMENT OF AFFAIRS

The affairs of the Limited Liability Company are to be managed by one (1) or more managers. The initial manager, and his address is listed below. The Limited Liability Company is a manager managed company.

APPROVED  
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09 SEP -9 AM 11:39  
COUNTY CLERK  
PALM BEACH COUNTY  
FLORIDA

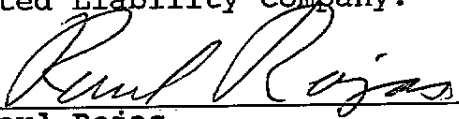
The name and address of the individual who is to serve as the initial manager is Raul Rojas, 19600 Old Cutler Road, Miami, Florida 33189. member

**ARTICLE V**

**REGISTERED AGENT**

The Registered Agent for this Limited Liability Company shall be Gerald R. Pumphrey, Esq. The Registered Office of the Limited Liability Company shall be 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410.


IN WITNESS WHEREOF, the undersigned subscribing member has hereunto set his hand and seal, this 31 day of January, 2000, for the purpose of forming this Limited Liability Company.

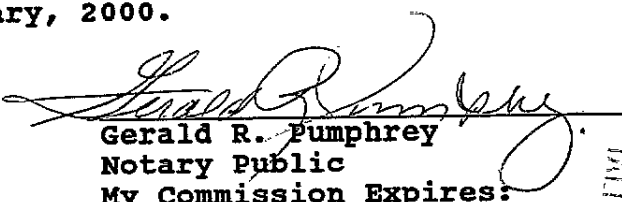
  
Raul Rojas

State of Florida  
County of Palm Beach

The foregoing instrument was acknowledged before me this 31 day of January, 2000, by Raul Rojas, who is personally known to me, or has produced FL DRIVERS LICENSE (type of i.d.) as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of January, 2000.

 Gerald R. Pumphrey  
My Commission CC815048  
Expires April 12, 2003

  
Gerald R. Pumphrey  
Notary Public  
My Commission Expires:

(Seal)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Article 608, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

APPROPRIATE  
AND  
FILED  
DO NOT  
SECRETARY OF STATE  
INITIALS  
FILED

1. The name of the Limited Liability Company is:  
**SANRO INDUSTRIES AND TRADING, L.L.C.**
2. The name and address of the Registered Agent and his address is: **Gerald R. Pumphrey, Esq., 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410**

Signature: *Raul Rojas*

**Raul Rojas**

Date: **January 31, 2000**

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.

Signature: *Gerald R. Pumphrey*

**Gerald R. Pumphrey, Esq.**

Date: **January 31, 2000**

APPROPRIATE  
FILED  
00 FEB -9 PM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA