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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : GUTTENMACHER & BOHATCH, P.A.
Account Number : I19990000159
Phone : (305) 442-4911
Fax Number : (305) 442-0911

LIMITED LIABILITY COMPANY
R&D, L.L.C.

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Audit No. H00000040008

**Articles of Organization
for
R&D, L.L.C.
a Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

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The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be R&D, L.L.C.
2. **Duration/Continuation.** The period of this company's duration shall be thirty-five (35) years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing address is P.O. Box 162412, Miami, Florida 33116. The street address is 9440 Old Culter Road Road, Coral Gables, Florida 33156.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: John S. Bohatch, 2600 Douglas Road, Penthouse 8, Coral Gables, Florida, 33134.
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. **Right to Continue Business.** The remaining members may 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 company.

Audit No. H00000040008
This Instrument Prepared By:
JOHN S. BOHATCH, ESQ.
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, PH*
Coral Gables, Florida 33134
(305) 442-4911

Audit No.: H00000040008

7. **Management of Company.** The company is to be managed by one manager. The name and address of the manager who is to serve until the first annual meeting of Members or until their successors are elected and qualify is:

| <i>Name</i> | <i>Adresse</i> |
|----------------|--|
| Ricardo Torres | 9440 Old Cutler Road, Coral Gables, Florida 33156 |

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida, containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager may be repealed or altered, new Regulations may be adopted by the members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager.

10. **Informal Action of Members.** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the manager) of the Company as part of its records.)

11. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member would otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned, incorporator, has hereunto set his hand and seals this 31 day of July, 2000.



RICARDO TORRES, Manager

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FALL WASSER
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Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



John S. Bohatch, Registered Agent

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