

L000000009367

**Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State**

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.

((H00000040983 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

**FILED
DO AUG -4 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To:

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

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770**

LIMITED LIABILITY COMPANY

GLOBAL WINE AND SPIRITS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

**L00-9367
8-4**

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

August 4, 2000

EMPIRE CORPORATE KIT COMPANY**SUBJECT: GLOBAL WINE AND SPIRITS, LLC**
REF: W00000019344**FILED**
00 AUG -4 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the 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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H00000040983
Letter Number: 000A00042270

H00000040983

ARTICLES OF ORGANIZATION
OF GLOBAL WINE AND SPIRITS, LLC

I, THE UNDERSIGNED HEREBY CERTIFY THAT THE MEMBERS DESCRIBED IN Article V have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be Global Wine and Spirit, LLC, and its principal place of business shall be in the City of Miami, County of Dade-Country, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or

Prepared by Porras and Company, CPA, PA
1101 Brickell Avenue, Suite 800-North Tower
Telephone (305) 577-8589

H00000040983

305 541 3770 P. 03/08

EMPIRE CORP

13:28 AUG-04-2000

FILED

00 AUG -4, PM 2:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H000000040983

service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of \$ 1,000 cash shall be paid to the limited liability company by the 3(three) members in proportion to their memberships interests. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in proportion to their membership interests.

ARTICLE IV PROFITS AND LOSSES

- (a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members, paid to the members on such date or dates as the members, shall specify.
- (b) **Losses** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability Company and the profits of the business.

H000000040983

Prepared by Porras and Company, CPA, PA
1101 Brickell Avenue, Suite 800-North Tower
Telephone (305) 577-8589
Fax (305) 577-8205

P.04/08 305 541 3770

EMPIRE CORP

AUG-04-2000 13:28

00 AUG -4 PM 2:27

FILED

H00000040983

ARTICLE V
LIMITED LIABILITY COMPANY POWERS AND MANAGEMENT

POWERS AND MANAGEMENT

This limited liability company shall be managed by the members. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. The names of the members are as follows: Jaime Alonso, Silvio Leal and Mauricio Arbelaez

ARTICLE VI
MAJORITY OF THE MEMBERS -DEFINED

Each member of the Company in Article V above shall be entitled to vote upon each matter submitted to a vote at the meeting of Members. The majority of the members representing ownership of more than fifty one (51%) of the total contributed capital is required in order for approval of each matter submitted to vote. This article may be amended from time to time in the regulations of the limited liability Company by a majority vote of the members of the limited liability Company.

ARTICLE VII
DURATION

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company shall be located at: 10802 S.W. 75 Terrace, Miami, Fl 33173

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability Company is Jaime Alonso at 10802 S.W. 75 Terrace, Miami, Fl 33173

H00000040983

Prepared by Porras and Company, CPA, PA
1101 Brickell Avenue, Suite 800-North Tower
Telephone (305) 577-8589

305 541 3770
P.05/08

EMPIRE CORP

AUG-04-2000 13:29

00 AUG -4 PM 2:27

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

H00000040983

Members shall have the right to admit new members by consent of the majority of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability Company.

A member's interest in the limited liability Company may not be sold or otherwise transferred except with a written consent of the majority of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a consent of the majority of such remaining members.

ARTICLE XI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. Approval of the Members' majority stipulated in Article VI above is required to enter into any contract or instrument in the name of and on behalf of the Company.

Section 2. LOANS. No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the majority of the Members stipulated in Article VI above.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company, shall be signed by at least two Members of the Company who are designated as authorized signers on the particular account. From time to time Section 3 can be amended by resolution of the members.

Section 4. DEPOSITS. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Members may select.

H00000040983

Prepared by Porras and Company, CPA, PA
1101 Brickell Avenue, Suite 800-North Tower
Telephone (305) 577-8589
Fax (305) 577-8205

305 541 3770 P.06/08

EMPIRE CORP

AUG-04-2000 13:29

00 AUG -4 PM 2:27

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

h00000040983

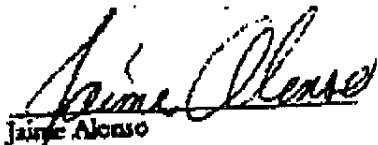
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: Global Wine and Spirits, LLC
2. The name and address of the registered agent and office is:

Jaime Alonso
10802 S.W. 75 Terrace
Miami, Fl 33173

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.


Jaime Alonso

July 12, 2000
Date

H00000040983

Prepared by Porras and Company, CPA, PA
1101 Brickell Avenue, Suite 800-North Tower
Telephone (305)577-8589
Fax (305)577-8205

00 AUG -4 PM 2:27

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TT0000000 40983


The undersigned, being one of the original members of the limited liability Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Global Wine and Spirits, LLC

Executed by the undersigned this 12 day of July of 2000

The undersigned member or authorized representative of a member of Global Wine and Spirits, LLC deposes and says:

1. the above named limited liability Company has at least two members.

Executed by the undersigned this 12th day of July, 2000.


 Porras and Company, CPA, PA
 Sergio Porras, CPA for the firm
 Authorized Representative of Members

TT0000000 40983

FILED

00 AUG -4 PM 2:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA