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ACCOUNT NO. : 072100000032

REFERENCE : 845407 128504A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : September 27, 2000

ORDER TIME : 2:11 PM

ORDER NO. : 845407-005

CUSTOMER NO: 128504A

CUSTOMER: Ms. Nilda Dominguez  
Warren R. Trazenfeld, P.a.

1st Union Financial, Ste. 1870  
200 S. Biscayne Boulevard  
Miami, FL 33131-2310

APPROVED  
AND  
FILED  
00 SEP 27 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

100003407141--4

NAME: CFPJ, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BB-28-00*

ARTICLES OF ORGANIZATION OF CFPJ, LLC FOR FLORIDA LIMITED LIABILITY  
COMPANY

The undersigned initial member of CFPJ, LLC, a Florida limited liability company formed hereunder (the "Company") on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Company is:

CFPJ, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: First Union Financial Center, 200 S. Biscayne Blvd., Suite 1870, Miami, Florida 33131.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office shall be First Union Financial Center, 200 S. Biscayne Blvd., Suite 1870, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Warren R. Trazenfeld.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the managing member. The name and address for the managing member is:

Carlos M. Justo

1627 Brickell Avenue  
PH-Apt 3000  
Miami, Florida 33129.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional contributions to the Company only on the unanimous consent of all the members.

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#### ARTICLE VII. PROFITS AND LOSSES

Net profits and net losses shall be allocated to the member of the Company proportionally in relation to the total capital contribution of each such member.

#### ARTICLE VIII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on 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 proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE X. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### ARTICLE XI. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

The undersigned managing member of CFPJ, LLC hereby executes these articles of organization on this 26 day of September 2000.

By: 

CARLOS M. JUSTO

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FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Warren R. Trazenfeld, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

By: 

WARREN R. TRAZENFELD, ESQ.

Dated: September 21, 2000

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AND  
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REGISTRATION  
CORPORATION