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LIMITED LIABILITY COMPANY

REAL EQUITY LEASING, L.L.C.

Certificate of Status	0
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THIS INSTRUMENT PREPARED BY:
JERRY GREEN, ESQUIRE
9200 SOUTH DADELAND BOULEVARD
SUITE 700
MIAMI, FLORIDA 33156
FLORIDA BAR NO. 162282

ARTICLES OF ORGANIZATION
OF
REAL EQUITy LEASING, L.L.C.

The undersigned certify that we have associated ourselves together 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **REAL EQUITY LEASING, L.L.C.**, and its principal office shall be located at 7349 N.W. 34 Street, Miami, Florida 33022, and its mailing address shall be at 7349 N.W. 34 Street, Miami, Florida 33022, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited

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liability is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. To purchase, develop, sell, manage, invest, lease or acquire property or office space and otherwise deal in real property, within and outside the State of Florida, subject to such laws and regulations governing or other requirements pertinent thereto, for its own account and for the accounts of others; purchase, lease and rent equipment, furniture, and other supplies, and advertise or market such services, and retain qualified personnel to implement the activities and policies of the company.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry-on, improve, or develop, all or any of the business, goodwill, rights, assets, liabilities or 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 provision of these Articles; and to hold, utilize and in any manner dispose of the rights and properties so acquired.
5. 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, and to perform and carry out, assign, cancel or rescind, any of such contracts.
6. To exercise all or any of the limited liability company's powers, and to carry out all or any of the purposes enumerated in these Articles, and otherwise granted or permitted by

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law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any such service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and the commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. To do anything 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with, its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They should be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorized 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 Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III

EXERCISE OF POWERS

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. This Article may be amended from time to time in the regulation of the limited liability company by majority vote of the members of the limited liability company.

ARTICLE IV

MEMBERS

This limited liability company shall initially have one (1) member whose name and address is:

RICARDO MARTINEZ
7349 N.W. 34 Street
Miami Florida 33022

ARTICLE V

MANAGEMENT

This limited liability company is to be a manager-managed company and shall be managed by a minimum of one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until her successor is elected and qualified is as follows:

RICARDO MARTINEZ
7349 N.W. 34 Street
Miami Florida 33022

ARTICLE VI

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions

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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 in compliance with a right of first refusal the details of which shall be agreed to by unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

ARTICLE VII

CAPITAL CONTRIBUTION

Capital contributions shall be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in relation to their percentage of ownership.

ARTICLE VIII

PROFIT AND LOSSES

(a) **Profit Sharing** 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. Each member shall be entitled to a distribution based on their percentage of ownership. The distributive share of the profits shall be determined and paid to the members at such time or times during the year as recommended by the management team.

(b) **Losses** All losses that occur in the operation of the limited liability company business

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shall be paid out of the capital of the limited liability company and the profits of the business. If the resources set forth herein are insufficient to cover losses of the limited liability company the members may, by unanimous vote, consent to fund the losses. The members, by consenting to fund losses in some instances shall not be obligated to any third party to fund losses at any other time except as otherwise provided by the laws of the State of Florida

ARTICLE IX

DURATION

This limited liability company shall exist perpetually until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X

**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9200 South Dadeland Boulevard, Suite 700, Miami, Miami-Dade County, Florida 33156 and the name of the company's initial registered agent at that address is JERRY GREEN, ESQUIRE.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of REAL EQUITY LEASING, L.L.C.

Executed by the undersigned at Miami, Miami-Dade County, Florida, this 30 day of November, 2000.


RICARDO MARTINEZ

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**STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE**

Pursuant to the provision of Sections 608.415 of the Florida Limited Liability Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **REAL EQUITY LEASING, L.L.C.**
2. The name of the registered agent for **REAL EQUITY LEASING, L.L.C.**, is **JERRY GREEN** and the street address where the agent is located is **9200 South Dadeland Boulevard, Suite 700, Miami, Miami-Dade County, Florida 33156.**

This statement is to acknowledge that, as indicated above, the members and management of **REAL EQUITY LEASING, L.L.C.**, has appointed me, as it's registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 30 day of November, 2000.


JERRY GREEN

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