# Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (

: (850) 922-4003

From:

ACCOUNT Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053

Phone : (305) 672-0686

Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Dempsey Holdings, LC

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## ARTICLES OF ORGANIZATION

SECRETARY OF STATE DIVISION OF CORPORATIONS

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#### Article I. Name

The name of this Florida limited liability company is: Dempsey Holdings, LC

### Article II. Address

The Company's street and mailing address is:
Dempsey Holdings, LC
145 Madeira Avenue
Suite 310
Coral Gables FL 33134

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Raul J. Sanchez De Varona 145 Madeira Avenue Suite 310 Coral Gables FL 33134

## Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Raul J. Sanchez De Varona | FL Bar Member 0844731 Raul J. Sanchez De Varona, P.A. 145 Madeira Avenue Suite 310 Coral Gables FL 33134 305-443-8600 H00000063629

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Article V. Management

This will be a manager-managed company. The name of each manager is: 05

Miguel Angel Barbagallo

## Article VI. Company Existence

The Company's existence shall begin effective as of December 5, 2000.

The undersigned authorized representative of a member executed these Articles of

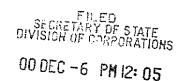
Organization on December 6, 2000.

RAUL J. SANCHEZ DE VARONA

by R.A. Fernandez as attorney-in-fact

Raul J. Sanchez De Varona | FL Bar Member 0844731 Raul J. Sanchez De Varona, P.A. 145 Madeira Avenue Suite 310 Coral Gables FL 33134 305-443-8600 H00000063629

# STATEMENT OF REGISTERED AGENT



LIMITED LIABILITY COMPANY: Dempsey Holdings, LC

REGISTERED AGENT/OFFICE:
Raul J. Sanchez De Varona
145 Madeira Avenue
Suite 310
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

RAUL J. SANCHEZ DE VARONA by R.A. Fernandez as attorney-in-fact

Date: December 6, 2000

Raul J. Sanchez De Varona | FL Bar Member 0844731 Raul J. Sanchez De Varona, P.A. 145 Madeira Avenue Suite 310 Coral Gables FL 33134 305-443-8600 H0000063629