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**LIMITED LIABILITY COMPANY**

**FOURTEEN FIFTY ONE BRICKELL, ~~FLA~~**

*Colo Co.*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
FOURTEEN FIFTY ONE BRICKELL, L. L.C.,  
a Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles,  
for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited company shall be: **FOURTEEN FIFTY ONE  
BRICKELL, L. L.C.,**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited company is:

(1) To engage in any activity or business permitted under the laws of the United States  
and the State of Florida, except business governed by other regulatory statutes.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This Limited company shall have all powers now and hereafter granted Limited Liability  
Companies for profit under the laws of the State of Florida, including, but not limited to, power  
to:

(1) Make and enter into all contracts necessary and proper for the conduct of its business.

(2) Conduct business, have two or more Members with interest in the L.C., or more  
officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal  
(tangible and intangible) property or any interest therein of any nature whatsoever, in this state  
and in any of the several states, territories, possessions and dependencies of the United States,  
the District of Columbia, and foreign countries.

Instrument Prepared By:  
Manuel A. Ramirez, Esq.

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FBN 275794  
1200 Brickell Ave., Ste. 1440  
Miami FL 33131

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(3) Purchase the corporate assets as an incorporation and engage in the same character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks and any licenses or other assets or interests thereunder of therein.

(5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and then nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of any property by virtue of any such instrument of or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil criminal, administrative, or investigative, other than one by or in the

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(11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (14) upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the limited company as authorized by this section.

(12) Indemnify any person, if the requirements of Subsections (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the L.L.C., both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Member, officer, employee, or agent of the limited company and shall inure to the benefit of the heirs, executors and administrators of such a person.

(13) Purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited company would have the power to indemnify him against such liability under the provisions of Subsection (12).

(14) Enter into general partnerships, limited partnerships (whether the limited company be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

#### ARTICLE IV

##### TERM OF EXISTENCE

This limited company shall exist perpetually.

#### ARTICLE V

##### MEMBERS WITH INTEREST IN L.L.C. AND MANAGEMENT

(1) The business of this limited company shall be conducted by the following Management Group designated by the Members with interest in the L.L.C. for such purpose. Corporate action shall be approved by a vote of the two members of the Management Group.

(2) The names and street addresses of the members of the Management Group as appointed herein who shall also hold the following office for the first year if its existence and as

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elected thereafter are as follows:

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NAME	MANAGEMENT POSITION	ADDRESS
FORTUNATE INVESTMENTS, INC.	Managing Member	1414 Brickell Avenue Miami, FL 33131
ROAM INVESTMENTS, INC.	Managing Member	1200 Brickell Avenue Suite 1440 Miami, FL 33131
ABBEY, INC.	Managing Member	3100 N. Ocean Blvd. Ft. Lauderdale, FL 33308

ARTICLE VI

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

FOURTEEN FIFTY ONE BRICKELL, L.L.C., desiring to organize under the laws of the State of Florida, has designated its principal office and mailing address at 2999 Brickell Ave, Miami, Florida 33129, and has named as its initial Registered Agent, MANUEL A. RAMIREZ, whose address is 1200 Brickell Avenue, Suite 1440, Miami, Florida 33131.

ARTICLE VII

ORGANIZING MEMBERS OF THE L.L.C.

The name and address of the person signing these Articles of Organization on behalf of the organizing members are:

<u>ORGANIZING MEMBER</u>	<u>ADDRESS</u>
FORTUNATE INVESTMENTS, INC.	1414 Brickell Avenue Miami, FL 33131
ROAM INVESTMENTS, INC.	1200 Brickell Avenue Suite 1440 Miami, FL 33131
ABBEY, INC.	3100 N. Ocean Blvd. Ft. Lauderdale, FL 33308

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ARTICLE VIII

ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

All existing members shall have first received notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date which the new member intends to join. Upon the 10th day or any time set in the written notice, all the existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of the new member. It shall be a condition that such new member deposit a sum equal to the percentage of paid in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all the sums into the company's account and said amount shall be designated (additional) paid in capital.

ARTICLE IX

CONTINUANCE OF MEMBERSHIP AND RIGHTS OF MEMBER  
IN CASE OF TERMINATION

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall be also be final.

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ABBEY, INC., a Florida Corporation

By: HORACIO L. BOSSI, President

FORTUNATE INVESTMENTS, INC., a Florida Corporation

By: WALTER DE FORTUNA, President

ROAM INVESTMENTS, INC., a Florida Corporation

By: MANUEL A. RAMIREZ, Sole Subscriber

STATE OF FLORIDA )

COUNTY OF DADE )

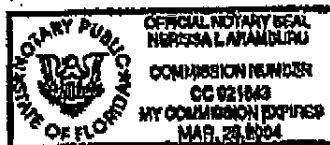
SS.:

BEFORE ME, the undersigned authority, this day personally appeared, HORACIO L. BOSSI, President of ABBEY, INC., as me well known to be the persons who executed the above and foregoing Articles of Organization of FOURTEEN FIFTY ONE BRICKELL, L.L.C., and being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19th day of December, 2000.

[Signature]  
Notary Public

My Commission Expires:



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STATE OF FLORIDA )

) SS.:

COUNTY OF DADE )

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BEFORE ME, the undersigned authority, this day personally appeared, WALTER DE FORTUNA, President of FORTUNATE INVESTMENTS, INC., and MANUEL A. RAMIREZ, the sole subscriber to ROAM INVESTMENTS, INC., to me well known to be the persons who executed the above and foregoing Articles of Organization of FOURTEEN FIFTY ONE BRICKELL, L.L.C., and being by me first duly sworn, depose and states that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19th day of December, 2000.

*[Signature]*

Notary Public

My Commission Expires



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**ACKNOWLEDGMENT OF REGISTERED AGENT**

I, MANUEL A. RAMIREZ, having been named to accept Service of Process for FOURTEEN FIFTY ONE BRICKELL, L.L.C., a Florida Limited Liability Company, at the place designated in paragraph VII of the attached Articles of Organization, I hereby accept to act in this capacity, accepting the duties as Registered Agent, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 19 day of Dec, 2000.

*[Signature]*

MANUEL A. RAMIREZ  
Registered Agent

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