

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ADG Group Holdings,
A limited liability
Company

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

APPROVED
AND
FILED

REC-21/1/01

BB
H9-01

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF ORGANIZATION
OF
ADG GROUP HOLDINGS, A LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I-NAME

*The name of the limited liability company shall be **ADG GROUP HOLDINGS, L.L.C.** referred to these in these Articles of Organization as the "Company."*

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the Company shall be 100 North Biscayne Boulevard, Suite #1407, Miami, Florida 33132.

ARTICLE III-DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The registered office of the Company in the State of Florida is 100 North Biscayne Boulevard, Suite #1407, Miami, Florida 33132. The Company's registered agent is Argentinian Construction Group, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V- ORGANIZER

The organizer of the Company is Carlos Molinari , an individual.

ARTICLE VI-PURPOSE AND POWERS

This Company is organized with for the purpose of transacting any and all lawful business and has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VII- CONTRIBUTIONS

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

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 unless all the other members of the Company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE IX-TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued in writing by the consent of all the remaining members.

ARTICLE X-MANAGEMENT

The Company shall be managed by its members in accordance to the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managing member of the Company shall be:

Carlos Molinari

Suite #1407

100 North Biscayne Boulevard

Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned organizer has subscribed to these Articles of Organization at Miami, Dade County, Florida, on this 16th day of January, 2001.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein stated are true.

NAME OF ORGANIZER:

By: 

CARLOS MOLINARI
MEMBER/MANAGER

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FIRST--THAT ADG GROUP HOLDINGS, L.L.C. DESIRING TO ORGANIZE
(Name of L.L.C.)


QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS

PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA
(City)

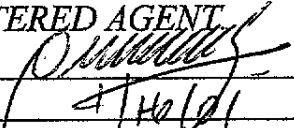
HAS NAMED ARGENTINIAN CONSTRUCTION GROUP, L.L.C.
(Name of Registered Agent)

LOCATED AT 100 North Biscayne Boulevard, Suite #1407 CITY OF MIAMI,
(Office of Registered Agent)

STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE 
TITLE Organizer
DATE 1/16/01

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE 4/16/01

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA