

L010000002345

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200003676822--2
-02/13/01--01064--015
****125.00 ****125.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ESTERIL & ASSOCIATES LLC
(Corporation Name) (Document #)
2. ND 343
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED
AND
FILED
01 FEB 13 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 13 AM 11:37
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 13, 2001

FILINGS INC

SUBJECT: ESTORIL & ASSOCIATES LLC
Ref. Number: W01000003423

We have received your document for ESTORIL & ASSOCIATES LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on February 13, 2001. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 601A00008892

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ESTORIL & ASSOCIATES LLC

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 Estoril & Associates LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 801 Brickell Bay Drive, Miami, Florida 33131.

ARTICLE III - EFFECTIVE DATE OF EXISTENCE AND DURATION

The company shall commence its existence at 10:00 a.m. on February 13, 2001. 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 name and street address of the Registered Agent of the company in the State of Florida is Emilio Garcia Mena, 801 Brickell Bay Drive, Miami, Florida 33131.

THIS INSTRUMENT PREPARED BY:

Cesar R. Sordo, Esq., Esq.
Sordo & Associates, P.A.
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131
TELEPHONE 305.375.9510
FLORIDA BAR # 947946

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ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company as may be decided by a majority of the voting interests of the members, in proportion to their respective percentage or interest in the limited liability company.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except by a vote of the majority of the voting interests of the members, in proportion to their respective percentage or interest in the limited liability company. 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 of the proposed transfer by a majority of the voting interests of the members, in proportion to their respective percentage or interest in the limited liability company.

ARTICLE VII -- 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 terminates 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 one remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be a manager-managed company in accordance with 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 manager of the company signing these Articles is:

*U.S. Properties, Inc
801 Brickell Bay Drive
Miami, Florida 33131*

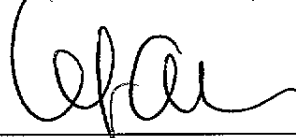
ARTICLE IX - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

01 FEB 13 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami-Dade County, Florida, on this 1st day of February 2001.



Emilio Garcia Mena, President of U.S. Properties, Inc., Managing Member

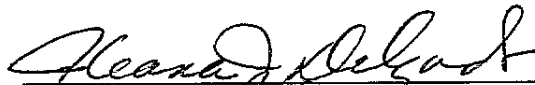
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
)
) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Emilio Garcia Mena, known to me and known by me to be the person, who, as representative of the registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

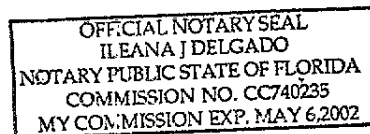
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of February 2001.



NOTARY PUBLIC, State of Florida

Printed Name of Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Estoril & Associates LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.

By: _____

Emilio Garcia Mena
Registered Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Emilio Garcia Mena known to me and known by me to be the person, who, as representative of the registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

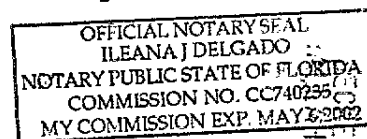
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of February 2001.

Ileana J. Delgado

NOTARY PUBLIC, State of Florida

Printed Name of Notary Public

My Commission Expires:



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NOTARY OF STATE
TALLAHASSEE, FLORIDA

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