

LO1000000 2976

DAVID L. HATTON, P.A.  
ATTORNEY AT LAW

2250 S.W. 3<sup>RD</sup> AVENUE, 5<sup>TH</sup> FLOOR  
MIAMI, FLORIDA 33129

TELEPHONE: (305) 858-0220  
FAX: (305) 854-6810  
dhatton@techlawcounsel.com

700003758577--8  
-02/23/01--01075--009  
\*\*\*\*125.00 \*\*\*\*125.00

February 21, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

To whom it may concern:

Enclosed please find the original documents of the Articles of Organization for Aguilar Rodriguez & Associates, L.L.C., along with a check number 2093 in the amount of \$125.00, for filing fees. Contact our office should you have any questions regarding the foregoing.

Thank you for your cooperation.

Sincerely,



David L. Hatton

DLH/mi

Enclosures

LO1-2976  
Q

FILED  
01 FEB 23 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**FOR LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is: Aguilar Rodriguez & Associates, L.L.C.

**ARTICLE II**  
**Address**

The mailing address and street address of the principal office of the Limited Liability Company is 2250 S.W. 3<sup>rd</sup> Avenue, 5<sup>th</sup> Floor, Miami, Florida 33129.

**ARTICLE III**  
**Duration**

The period of duration for the Limited Liability Company shall be for ninety nine (99) years from the date of filing of these articles of organization.

**ARTICLE IV**  
**Management**

The Limited Liability Company is to be managed by the managers 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 is as follows:

David Hatton  
2250 S.W. 3<sup>rd</sup> Avenue, 5<sup>th</sup> Floor  
Miami, Florida 33129

Luis Aguilar  
407 Av. Francisco de Miranda, Edif. Panalpina, Piso 1, Ofic. 1-1,  
Los Ruices, Caracas 1071  
Venezuela

Carlos Aguilar  
265 Grapetree Drive, #118  
Key Biscayne, Florida 33149

FILED  
01 FEB 23 PM 5:00  
SECRETARY OF STATE  
MIAMI, FLORIDA

**ARTICLE V**  
**Admission of Additional Members**

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

**ARTICLE VI**  
**Restraint on Alienation of Shares**

The members of this limited liability company shall have the power to include in the bylaws, or by separate operating agreement adopted by a majority of the members of the limited liability company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the limited liability company by any of its members, or in the event of the death of any of its members. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the members of the limited liability company; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such member interest. No member of the limited liability company may sell or transfer any member interest in the limited liability company except to another individual who is eligible to be a member of the limited liability company, and the sale or transfer may be made only after it has been approved at a member meeting especially called for that purpose. If any member becomes legally disqualified to conduct the stated purpose of the limited liability company in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such services, that member's interest shall be immediately become subject to purchase by the limited liability company in accordance with the bylaws or operating agreement adopted by the members.

**ARTICLE VII**  
**Registered Agent**

The name and street address of the initial registered agent of the Corporation is

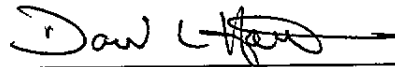
David L. Hatton  
2250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129

FILED  
01 FEB 23 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII  
Amendment**

The limited liability company reserves the right to amend or repeal any provisions in these articles of organization in the manner provided by law. Any right conferred on the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 19<sup>th</sup> day of February, 2001.



David L. Hatton

FILED  
01 FEB 23 PM 5:00  
SECRETARY OF STATE  
HALL  
TOLSON

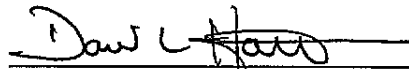
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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.

1. The name of the limited liability company is  
AGUILAR RODRIGUEZ & ASSOCIATES, L.L.C.
2. The name and address of the registered agent and office is:

David L. Hatton  
2250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance 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.



David L. Hatton

FILED  
01 FEB 23 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA