

# L0100000 8313

## 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) 205-0383

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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## LIMITED LIABILITY COMPANY

listo investment company, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF  
LISTO INVESTMENT COMPANY, L.L.C.

ARTICLE I  
NAME

The name of this Limited Liability Company shall be LISTO INVESTMENT COMPANY, L.L.C. (the "Company").

ARTICLE II  
DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III  
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be c/o 901 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Alborno. The address of the initial registered agent is 901 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134.

ARTICLE VII  
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor

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CLERK OF DISTRICT COURT  
JALAHASSER, FLORIDA

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SAC, TAMPA  
TALLAHASSEE, FLORIDA

**FERNANDO RESTREPO**  
901 Ponce De Leon Blvd.  
Suite 603  
Coral Gables, FL 33134

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

The Company shall be terminated and dissolved upon:

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 16 day of May, 2001, effective upon filing same with the Florida Department of State.

  
Patricio Wills Romero, Manager

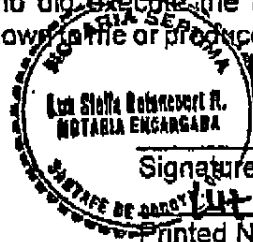
  
Fernando Restrepo, Manager

STATE OF

)  
)SS:

COUNTY OF

The foregoing instrument was acknowledged before me this 16 day of May, 2001, by Patricio Wills Romero, who did execute the foregoing Articles of Organization as manager, who is personally known to me or produced as identification.



  
Signature - NOTARY PUBLIC

Printed Name of NOTARY PUBLIC

**NOTARIA SEPTIMA ENCARGADA**

Commission expires:

STATE OF

)  
)SS:

COUNTY OF

The foregoing instrument was acknowledged before me this 16 day of May, 2001, by Fernando Restrepo, who did execute the foregoing Articles of Organization as manager, who is personally known to me.



  
Signature - NOTARY PUBLIC

Printed Name of NOTARY PUBLIC

**NOTARIA SEPTIMA ENCARGADA**

Commission expires:

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01 MAY 24 PM 1:30  
TALLAHASSEE, FLORIDA

**INTERINDEPENDENCIA DE NOTARIADO Y REGISTRO**  
Oficina de Certificación del Estado del Cargo de Notario  
El Coordinador del Grupo de Actividades Notariales Delegado para  
este fin, mediante Resolución No. 1818 de Octubre 20-1994  
Secretaría de Bogotá D.C. - Colombia

**18 MAY 2001**

QUE W. S. GARCIA Garcia  
Notario W. S. GARCIA al símbolo de W. S. GARCIA  
ejerce el cargo a la fecha de expedición del presente  
documento.

Coordinador grupo de actividades notariales

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01 MAY 24 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

  
William H. Albornoz, Esquire

C:\My Documents\ARTICLES\LLC Corporation-Listo Investment Company, LLC .wpd

**Affidavit of Translation**

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01 MAY 24 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida :

: ss

County of Dade:

Before me this day personally appeared Carmen Moore who, being by me first duly sworn deposes and says:

1. That she is fluent in both the English and Spanish languages and that she has translated the document described below:

Translation of Colombian notarial seal of Luz Stella Betancourt Rodriguez notarizing signature of Patricio Wills Romero; Translation of Colombian notarial seal of Luz Stella Betancourt Rodriguez notarizing signature of Fernando Restrepo; and Translation of Certification of Notary stamped on reverse side of said notarial blocks.

2. That said translation from Spanish into English is true and correct to the best of her knowledge and belief.

3. That she has successfully completed the Translation courses at Miami Dade College, for which she has been awarded the corresponding translator 's certificate.

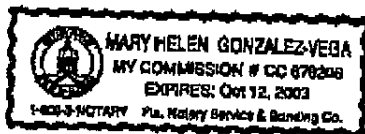
4. That she has been a professional translator since 1992.

FURTHER AFFIANT SAYETH NAUGHT.

Carmen Moore

Carmen Moore

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of May, 2001 by CARMEN MOORE who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



Mary Helen Gonzalez-Vega  
Notary Public

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[Translation of Colombian notarial seal of Luz Stella Betancourt Rodriguez notarizing signature of Patricio Wills Romero].

01 MAY 21 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Seventh Notary  
Santafe of Bogota D.C.  
Luz Stella Betancourt R.  
Notary in Charge

[Translation of Colombian notarial seal of Luz Stella Betancourt Rodriguez notarizing signature of Fernando Restrepo].

Seventh Notary  
Santafe of Bogota D.C.  
Luz Stella Betancourt R.  
Notary in Charge

[Translation of Certification of Notary stamped on reverse side of above notarial blocks].

Notarial Supervision and Registry  
Proceedings of Certification of Exercising Notarial Duties  
The Coordinator for Notarial Activities Group Assigned to  
(illegible), pursuant to Resolution No. 5816 of October 20, 1994  
Santafe of Bogota D.C. - Colombia

May 18, 2001

Certifies:

That Luz S. Betancourt  
Notary Seventh of the circuit of [illegible]  
was exercising her post at the time the present  
document was authenticated.

[illegible signature]  
Coordinator of the Notarial Activities Group

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