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EXPRESS CORPORATE FILING SERVICE INC.

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***155.00 ***155.00

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

1. ICEP INTERNATIONAL LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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NEW FILINGS

Profit

NonProfit

☒ Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/ QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN -5 PM 2:05

APPROVED
AND
FILED

W01-12535

1501

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

EXPRESS CORPORATE FILING SERVICE

SUBJECT: ICEP INTERNATIONAL LLC
Ref. Number: W01000012535

We have received your document for ICEP INTERNATIONAL LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 001A00033357

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TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this limited liability company shall be ICEP INTERNATIONAL LLC.

ARTICLE II

Address

The address of the place of business, ^{& Mailing} of this limited liability company shall be:

9620 N.E. 2ND AVENUE #203
MIAMI SHORES, FL 33138

ARTICLE III

Purpose

This limited liability company shall have the authority to engage in any activity of business permitted under the laws of the United States, the State of Florida, and the law of any other jurisdiction wherein it may conduct business.

ARTICLE IV

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

ARTICLE V

Managers

This limited liability company shall initially have two (2) managers. Management of this limited liability company shall be vested in its managers, provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than one (1) of its managers. The member may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the member holding not less than fifty-one percent (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The managers need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The names and addresses of the first managers to serve the first annual meeting of members or until their successors are elected and qualify are:

MANUEL ENRIQUE MADRID
5101 COLLINS #5J
MIAMI BEACH, FL 33140

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TALLAHASSEE, FLORIDA

CARLOS FRANCISCO MADRID
5101 COLLINS #5J
MIAMI BEACH, FL 33140

A vote of the members holding not less that fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing managers of the company.

ARTICLE VI
Registered Agent

The name and address of the initial registered agent of this limited liability company be:

MANUEL ENRIQUE MADRID
5101 COLLINS #5J
MIAMI BEACH, FL 33140

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ARTICLE VII
Contributions

The amount of cash and the description and agreed value of other property contributed by the members to the capital of this limited liability company are:

Cash:	\$10,000
Total Contributions to capital	\$10,000

ARTICLE VIII
Additional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less that fifty-one percent (51%) of the ownership in this company.

ARTICLE IX
Admission of Additional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

ARTICLE X
Members Rights to Continue Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any

other event which would terminate the continued membership of a member in this limited liability company.

ARTICLE XI

Regulations of the Company

The power to adopt, alter, amend, or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding not less than fifty-one percent (51%) of the ownership interests in the company.

ARTICLE XII

Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribe, acknowledge, and file these Articles of Organization


MANUEL MADRID

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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