

LO1000009715

MICHELLE L. PERDOMO & ASSOCIATES, P.A.  
ATTORNEYS AT LAW • ABOGADOS

MICHELLE L. PERDOMO, J.D.  
ADMITTED IN FLORIDA  
AMERICAN IMMIGRATION LAWYERS ASSOCIATION MEMBER

JOANN HENNESSEY, J.D., LL.M. IN ESTATE PLANNING  
ADMITTED IN FLORIDA AND NEW YORK

MAIN OFFICE  
NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
SUITE 3000  
MIAMI, FLORIDA 33132  
TELEPHONE (305) 358-7171  
TELEFAX (305) 377-0111  
E-MAIL DMIMIATTY@AOL.COM

June 7, 2001

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

4000004419034--7  
-06/14/01--01016--002  
\*\*\*\*125.00 \*\*\*\*125.00

RE: Multicomercios USA, L.L.C.

Dear Sir or Madam,

Enclosed please find two copies of the Articles of Organization for the above referenced corporation, together with a check in the amount of \$125.00 to cover the cost of the filing fee.

Once registered, please send a stamped copy to the undersigned. Should you have any questions or concerns please feel free to contact our office.

Sincerely,

LAW OFFICES OF MICHELLE L. PERDOMO & ASSOCIATES, P.A.

By:

Michelle L. Perdomo, Esq.

MLP/jf  
Enclosures

FILED  
01 JUN 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
6/19

**ARTICLES OF ORGANIZATION**

**OF**

**MULTICOMERCIOS USA, L.L.C.**

**ARTICLE I**

The name of this Limited Liability Company shall be:

MULTICOMERCIOS USA, L.L.C.

**ARTICLE II**

This Limited Liability Company shall exist for a period of thirty years.

**ARTICLE III**

This Limited Liability Company is created for any lawful business purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

The members may continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

**ARTICLE IV**

The place of business and mailing address of this Limited Liability Company shall be 8352 NW 68 Street, Miami, Florida 33166, and such other place or places as the members from time to time may determine. The initial registered agent of the Limited Liability Company shall be Michelle Perdomo, P.A.

The initial registered office address shall be 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132.

**ARTICLE V**

The member of this Limited Liability Company, and his respective membership shares is:

MULTICOMERCÍOS S. De R. L. De C. V, a Honduran Company.....100%

FILED  
JUN 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**

The Limited Liability Company will be managed by one manager. Mr. Luis Alonzo Orellana. His address is:

Mr. Luis Alonzo Orellana  
8352 NW 68 Street  
Miami, Florida 33166

**ARTICLE VII**

The Limited Liability Company does hereby indemnify its Manager for any of his conduct on behalf of or related to his duties as Manager of the Limited Liability Company and holds him harmless for any acts on behalf of or in connection with his services for the Limited Liability Company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

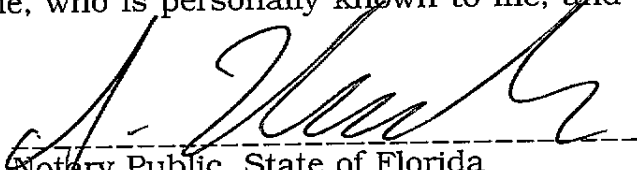
MULTICOMERCIOS USA, L.L.C.

  
-----  
Luis Alonzo Orellana

STATE OF FLORIDA                    )  
  )SS  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 7 of June, 2001, by Luis Alonzo Orellana, who has personally appeared before me, who is personally known to me, and who did take an oath.

 Axel Heydasch  
Commission # CC 729193  
Expires Mar. 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
-----  
Notary Public, State of Florida  
Print Name:

FILED  
01 JUN 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN ACCEPTANCE BY AGENT**

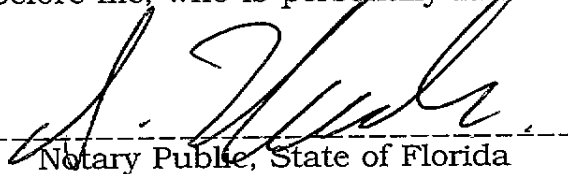
Having been named to accept service or process for the above stated Limited Liability Company, at the registered office designated in the certificate set forth above, I hereby agree to act in this capacity, and further state that I am familiar with and accept and agree to comply with the provisions of all statutes relative to the property and complete performance of my duties and this position.



Michelle L. Perdomo  
AS REGISTERED AGENT FOR  
MULTICOMERCIOS USA, L.L.C.

STATE OF FLORIDA                     )  
  )SS  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this June day of June, 2001, by Michelle Perdomo, who is personally known to me, take an oath.



Notary Public, State of Florida  
Print Name:

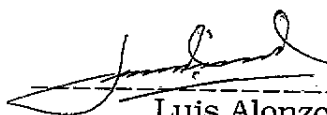
 Axel Heydasch  
Commission # CC 729193  
Expires Mar. 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
01 JUN 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WRITTEN ACCEPTANCE BY MANAGER**

The undersigned accepts his appointments as Manager of  
MULTICOMERCIOS USA, L.L.C.

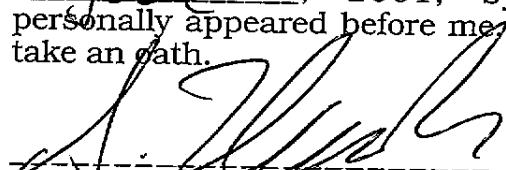
I hereby agree to act in this capacity, and further state that I am familiar  
with and accept and agree to comply with the provisions of all statutes  
relative to the property and complete performance of my duties and this  
position.



Luis Alonzo Orellana  
AS MANAGER FOR  
MULTICOMERCIOS USA, L.L.C.

STATE OF FLORIDA                     )  
  )SS  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 7 day of June, 2001, by Luis Alonzo Orellana, who personally appeared before me, who is personally known to me, and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name:

 Axel Heydasch  
Commission # CC 729193  
Expires Mar. 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
01 JUN 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA