

L010000010963
JUAN ORDONEZ

Financial Consultants & Investments

14820 SW 144th Terrace MIAMI FLA 33196

June 17th 2001

LLC Articles Filing Letter

FLORIDA DEPT OF STATE
REGISTRATION SECTION
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314
LLC Filings Office:

I enclose an original and ONE (1) copies of the proposed Articles of Organization of **ERMA CONSULTING, LLC** , a proposed domestic limited liability company. Please file the Articles of Organization and return a file-stamped copy of the original Articles or other receipt, acknowledgment or proof of filing to me at the address below.

A check/money order in the amount of \$155.00, made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

John Ordonez, Organizer
14820 SW 144th Terrace
Miami, Florida 33196

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Enclosures: Articles of Organization; check/money order

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Organization
of
ERMA CONSULTING, LLC**

The undersigned natural person(s), of the age of eighteen years or more, acting as organizers of a limited liability company under the State of FLORIDA Limited Liability Company Act, adopt(s) the following Articles of Organization for such limited liability company.

Article 1. Name and Principal Place of Business .:

The name of the limited liability company shall be **ERMA CONSULTING , LLC** and its principal office and mailing address shall be located at 7901 NW 67TH STREET MIAMI, FL 33166. But it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

Article 1. Purposes and Powers:

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or business to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all business; to have and exercise all the powers conferred by the laws of the State of Florida, and to any and all things set forth in these Articles, to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles, and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection

with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in the Articles, either alone or in association with others incidental or pertaining to, or going out of or connected with its business or powers, provide the sale shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article 3. Exercise of Powers.:

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. These Articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article 4. Management of Limited Liability Company.:

The management of this limited liability is to be managed by one manger or more managers and is therefore , a Manager-Managed company . The names and addresses of its initial Managers are as follows:

- JUAN ORDONEZ 14820 SW 144TH TERR. Miami Florida 33196

Article 5. Membership Restrictions .:

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death , retirement, resignation, expulsion, bankruptcy, or dissolution, of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article 5. Capital contributions .:

Capital contributions shall be paid to the limited liability company by the members in the manner set forth in the Operating Agreement of the Limited Liability Company:

Additional contributions will be made as required for investment purposes, as determined in in the manner set forth in the Operating Agreement of the Limited Liability Company:

Article 6. Profits and Losses.:

(a) Profit Sharing: The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of the conducting of the business of the limited liability company. Each member shall be entitled to a distributive share in the profits equal to their percentage of capital contributions. The distributions of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement shall be the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business, shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are not sufficient to cover the losses, by the members in accordance with their % of participation

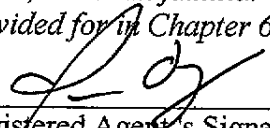
Article 7. Period of Duration of the Limited Liability Company. The limited liability company shall exist perpetually until dissolved in a manner provide by law, or as provided in the regulations adopted by the members

Article 8. Registered Agent ,Registered Office and Registered Agents' Signature.:

The name of its initial registered agent at street address is:

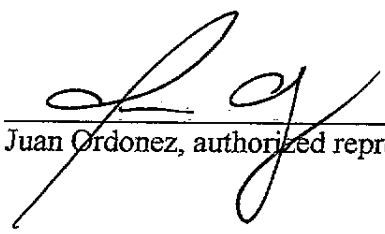
JUAN ORDONEZ
14820 SW 144TH TERR
MIAMI, FLORIDA 33196

Having been named as registered agent and to accept service of process for the above stated limited liability company as 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 my duties, and I am familiar and accept the obligations of my position as registered agent as provided for in Chapter 608 F.S.


Registered Agent's Signature

In Witness Whereof, the undersigned organizer(s) of this limited liability company certify that this instrument constitutes the proposed Articles of Organization for **ERMA CONSULTING, LLC**

Executed by the undersigned at 7901 NW 67TH STREET, Miami Florida 33166, June 17th 2001


Juan Ordonez, authorized representative

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TALLAHASSEE, FLORIDA