

# LO1000012050

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1300 NORTHWEST 167TH STREET  
SUITE 3  
MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.  
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TELEPHONE (305) 624-0011  
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June 29, 2001

**MJH**

00855-02827-00676-02963

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

7/20

Re: FINESTPLAN, L.C.

1001-15666  
700004460467--9  
-07/05/01--01090--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75  
700004460467--9  
-07/20/01--01092--009  
\*\*\*\*\*76.25 \*\*\*\*\*76.25

Dear Sir:

Enclosed please find two (2) originals of the Articles of Incorporation of the above-named corporation.

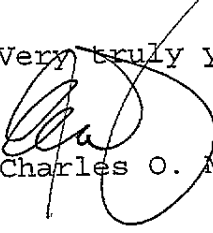
Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$35.00
Registered Agent	
Designation	35.00
Certified Copy	<u>8.75</u>
	<u>\$78.75</u>

Thank you for your cooperation in this matter.

Very truly yours,

  
Charles O. Morgan, Jr.

COM:bak  
Enclosures

FILED  
01 JUL 20 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 9, 2001

CHARLES O. MORGAN, JR.  
1300 NORTHWEST 167TH STREET, SUITE 3  
MIAMI, FL 33169

SUBJECT: FINESTPLAN, L.C.  
Ref. Number: W01000015666

We have received your document for FINESTPLAN, L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 301A00040446

ARTICLES OF ORGANIZATION

OF

FINESTPLAN, L.C.

FILED  
01 JUL 20 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FINESTPLAN, L.C., and its principal office shall be located at 2625 Northwest 53<sup>rd</sup> Street, Tamarac, Florida 33309. Its mailing address is the same as its principal office. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

2.1 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 businesses 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 incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do 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, 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 of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of 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 continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or MARCO A. GOMEZ PEREZ, or the occurrence of any other event which terminates the continued membership of a member in the company.

7. 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 these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

*[Handwritten signature]*

2.2 The several clauses contained in this statement of the general nature of the business or businesses 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.

2.3 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 III** **MANAGEMENT**

This limited liability company shall be managed by two (2) managers, and is, therefore, a manager-managed company. The names and addresses of the persons who shall serve are as follows:

<u>Names</u>	<u>Addresses</u>
WILLIAM J. ROMEO	2625 Northwest 53 <sup>rd</sup> Street Tamarac, FL 33309
MARCO A. GOMEZ PEREZ	300 Three Island Boulevard Apartment 316 Hallandale, FL 33009

### **ARTICLE IV** **MEMBERSHIP RESTRICTIONS**

4.1 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.

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



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

#### ARTICLE V CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VI PROFITS AND LOSSES

6.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share 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.

6.2 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.

#### ARTICLE VII DURATION

This limited liability company shall exist until January 1, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.



ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

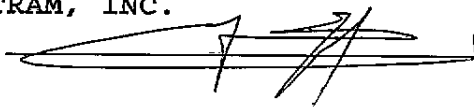
8.1 The address of the initial registered office of the limited liability company is 2625 Northwest 53<sup>rd</sup> Street, Tamarac, Florida 33309, and the name of the company's initial registered agent CHARLES O. MORGAN, JR., at 1300 Northwest 167<sup>th</sup> Street, Suite 3, Miami, Florida 33169.

8.2 The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FINESTPLAN, L.C.

Executed by the undersigned at Miami, Florida on this 12<sup>th</sup> day of June, 2001.

  
WILLIAM J. ROMEO

KENTRAM, INC.


By:  PRES.

STATE OF FLORIDA     )  
                                  ss:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared WILLIAM J. ROMEO, to me well known to be the person described herein as subscriber and who executed the foregoing Articles of Organization of FINESTPLAN, L.C. and acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal this 12 day of June, 2001.

NOTARY PUBLIC - STATE OF FLORIDA  
REBECCA A. KEIM  
COMMISSION # CC753754  
EXPIRES 6/23/2002  
BONDED THRU ASA 1-888-NOTARY

  
Notary Public, State of Florida  
Print Name: Rebecca A. Keim  
My Commission Expires: 6/23/02

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA       )  
                                  ss:  
COUNTY OF MIAMI-DADE)


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is FINESTPLAN, L.C.


The name of the registered agent for FINESTPLAN, L.C. is CHARLES O. MORGAN, JR. and the street address of the company's principal office where the agent is located is 2625 Northwest 53<sup>rd</sup> Street, Tamarac, Florida 33309.

This statement is to acknowledge that, as indicated above, FINESTPLAN, L.C. has appointed me, CHARLES O. MORGAN, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 with and accept the obligations of my position as registered agent.

Dated this 12 day of June, 2001.

  
\_\_\_\_\_  
CHARLES O. MORGAN, JR.,  
Registered Agent

The foregoing instrument was acknowledged before me this 12 day of June, 2001, by CHARLES O. MORGAN, JR., agent on behalf of FINESTPLAN, L.C., a limited liability company. He is personally known to me or has produced his driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: Rebecca A. Keim  
My Commission expires: 6/23/02



STATE OF FLORIDA       )  
                                  ss:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 12 day of June, 2001, before me personally appeared MARCO A. GOMEZ PEREZ, President, of KENTRAM, INC., to me known to be the person described herein or having produced his driver's licenses as identification, and who executed the foregoing document and acknowledged the execution hereof to be his free act and deed as such officer, for the uses and purposes therein mentioned; and that he affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

WITNESS my signature and official seal at Miami, in the County of Miami-Dade, State of Florida, the day and year last aforesaid.

Sign: Rebecca A. Keim  
Notary Public, State of Florida  
Print Name: Rebecca A. Keim  
My Commission Expires: 6/23/02

NOTARY PUBLIC - STATE OF FLORIDA  
REBECCA A. KEIM  
COMMISSION # CC753754  
EXPIRES 6/23/2002  
BONDED THRU ASA 1-888-NOTARY