

**L01 00000012936**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000087178 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

**LIMITED LIABILITY COMPANY**

**PRESSTO OF FLORIDA, L.L.C.**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG -3 PM12:56

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG -3 PM12:45

RECEIVED

**L01-12936**  
**OK**

⑧

ARTICLES OF ORGANIZATION  
OF

**H** 01000 087178

**Pressto of Florida, L.L.C.**

The undersigned subscribing members to these Articles of Organization, hereby form a  
Limited Liability Company (L.L.C.) under the laws of the State of Florida.

FILED  
01 AUG -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF COMPANY

The name of this Limited Liability Company shall be:

**Pressto of Florida, L.L.C**

ARTICLE II

DURATION/CONTINUATION AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company shall exist for thirty (30) years from date of filing hereof  
unless sooner terminated as provided herein. Existence shall commence upon the date  
of subscription and acknowledgment hereof.

ARTICLE III

PURPOSE

This limited liability Company is organized for the purpose of transacting any and all lawful  
business authorized to Limited Liability Companies organized in Florida.

**H** 01000 087178

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is 13500 S.W. 77<sup>th</sup> Avenue, Miami, Florida 33156.

FILED  
01 AUG -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is Pedro L. Alberni. The street address of the initial registered office of this Limited Liability Company in the State of Florida is 4649 Ponce de Leon Blvd., #404, Coral Gables, FL. 33146.

ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$ 300,000, which shall be paid entirely in cash. There is an agreement to contribute an additional \$ 700,000 in cash within the next six (6) months.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Withdrawal, retirement, death or expulsion of any Member.
3. Dissolution or bankruptcy of any Member who is an entity.
4. Agreement of the Members.
5. Upon one (1) year prior written notice of demand for dissolution given by a Member.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company if there is the consent of all of the remaining Members.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG -3 PM 12: 56

FILED

ARTICLE IX  
MANAGEMENT

The Limited Liability Company shall be managed by its Members whose respective names and addresses are listed below;

	<u>Capital</u>
Corsec S.L. General Lacy#1 28010 Madrid, España	\$ 300,000
Jorge De Marchena Avenida la Colina Residencia Los Samanes Plaza Caracas, Venezuela	300,000
The De Marchena's Family Trust #1 13500 S.W. 77 <sup>th</sup> Avenue Miami, Florida 33156	300,000
Elsa De Marchena One Grove Isle Road, #1210 Building A Miami, Florida 33131	100,000

ARTICLE X  
RESTRICTION ON TRANSFER

No Member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing Members.

FILED  
01 AUG -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Members of the Company.

ARTICLE XII

INCORPORATORS AND MEMBERS

The names and addresses of the Incorporators and Members executing these Articles of Organization are as follows:

Jorge De Marchena  
Avenida La Colina  
Residencia Los Samanes Plaza  
Caracas, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator have hereunto set their hands and seals this 3<sup>rd</sup> day of August, 2001.


  
Jorge De Marchena  
Incorporator

FILED  
01 AUG -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of August 2001, by Jorge De Marchena, who is personally known to me and who did not take oath.

  
Susana G. Cruz  
NOTARY PUBLIC, State of Florida  
at Large.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG -3 PM 12:57

FILED

My Commission Expires:



Susana G Cruz  
My Commission CC772471  
Expires October 30, 2002

H 01000087178

FIRST, that PRESSTO OF FLORIDA, LLC., desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Pedro L. Alberni, Located at city of Coral Gables, State of Florida, as its agent to accept service of process within this state.

Signature: 

Jorge De Marchena, Subscriber

Having been named to accept service of process for the above stated Limited Liability Company, at place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 

Pedro L. Alberni, Resident Agent

Date: 8/3/01

H 01000087178