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# Florida Department of State

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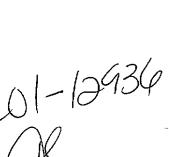
Account Name : EMPIRE CORPORATE KIT COMPANY

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LIMITED LIABILITY COMPANY

PRESSTO OF FLORIDA, L.L.C.

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# ARTICLES OF ORGANIZATION OF

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Pressto of Florida, L.L.C.

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

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#### ARTICLE IV

# PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is 13500 S.W. 77\* Avenue Miami, Florida 33156.

#### **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.

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### ARTICLE VIII

# DISSOLUTION: WINDING UP: LIQUIDATION

- A. <u>Dissolution</u>. The Limited Liability Company shall be dissolved on the happening of any of the following events:
  - Termination of the term specified herein.
  - Withdrawal, retirement, death or expulsion of any Member.
  - Dissolution or bankruptcy of any Member who is an entity.
  - 4. Agreement of the Members.
  - 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.

#### ARTICLE IX

#### **MANAGEMENT**

| the cirilled clability company shall be managed by    | y its Members | whose respe    | ective ≧        | 9       |      |
|---|---------------|----------------|-----------------|---------|------|
| names and addresses are listed below;                 |               |                | CRETAR<br>AHASS | AUG:    |      |
|   |               | <u>Capital</u> | RY O            | 3       | FILE |
| Corsec S.L.<br>General Lacy#1<br>28010 Madrid, España | <b>\$</b>     | 300,000        | خدرت            | M 12: 5 | Ö    |

| Jorge De Marchena<br>· Avenida la Colina           | 300,000 |
|--|---------|
| Residencia Los Samanes Plaza<br>Caracas, Venezuela |         |

| The De Marchena's Family Trust #1 13500 S.W. 77 <sup>th</sup> Avenue | • | 300,000 |
|--|---|---------|
| Miami, Florida 33156   |   | •       |

Elsa De Marchena
One Grove Isle Road, #1210
Building A
Miami, Florida 33131

### **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.

#### 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 3rd day of August, 2001.

Incorporator

# STATE OF FLORIDA

# COUNTY OF DADE

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

Susana G. Cruz

NOTARY PUBLIC, State of Florida

at Large.

My Commission Expires:

Susana G Cruz My Commission CC772071

P.08/08

AUG-3 PM 12:

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.

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

orge De Marchena, Subscriber

Date:

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