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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : MANUEL ALONSO-POCH, P.A.
Account Number : I19990000228
Phone : (305) 448-4053
Fax Number : (305) 443-0903

LIMITED LIABILITY COMPANY

HABANA VIEJA ASSOCIATES, L.L.C.

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ARTICLES OF ORGANIZATION
OF
HABANA VIEJA ASSOCIATES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of this limited liability company shall be: HABANA VIEJA ASSOCIATES, L.L.C.

ARTICLE II

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

ARTICLE III

Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

ARTICLE IV

Address

The address of the Principal Office of this limited liability company shall be: 2100 Ponce de Leon Blvd. Suite 1170-A Coral Gables, Florida 33134.

The Street Address: of this limited liability company shall be: 2100 Ponce de Leon Blvd. Suite 1170-A Coral Gables, Florida 33134.

ARTICLE V

Registered Agent

The name and address of the initial registered agent of this limited liability company shall be: Manuel Alonso-Poch, 2100 Ponce de Leon Blvd. Suite 1170-A Coral Gables, Florida 33134

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ARTICLE VIContributions

The amount of cash and the description and agreed value of the other property contributed by the members to the capital of this limited liability company are:

Felix Marquez.....	\$5,000.00
Manuel Alonso.....	\$5,000.00
Total Contributions to Capital:.....	\$10,000.00

ARTICLE VIIAdditional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less than fifty-one percent (51%) of the ownership in this company.

ARTICLE VIIIAdditional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

ARTICLE IXContinuation of the Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

ARTICLE XManagers

This limited liability company shall initially have at least two managers. Management of this limited liability company shall be vested in its manager(s) provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than one (1) of its managers. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The manager(s) need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The name(s) and address(es) of the first

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manager(s) to serve the first annual meeting of members or until their successors are elected and qualify are:

Name:

Address:

Felix Marquez

3662 Coral Way
Miami, Florida 33135

Manuel Alonso-Poch

2100 Ponce de Leon Blvd.
Coral Gables, Florida 33134FILED
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A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing manager(s) of the company.

ARTICLE XI

Regulations of the Company

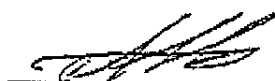
The power to adopt, alter, amend, or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding no less than fifty-one percent (51%) of the ownership interests in the company.

ARTICLE XII

Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscribers of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribed, acknowledge, and the file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.


Felix Marquez

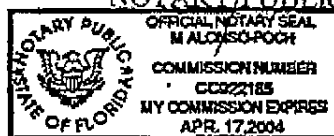
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STATE OF FLORIDA)
)SS:
 COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, appeared Felix Marquez, () who is personally known to me or () who produced _____ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

24 IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day of September, 2000.



NOTARY PUBLIC, State of Florida

My commission expires:

ACCEPTANCE OF APPOINTMENT BY
 REGISTERED AGENT OF

Having been named as the Registered Agent for Habana Vieja, L.L.C., I hereby agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Resident Agent
 2100 Ponce de Leon Blvd. Suite 1170-A
 Coral Gables, Florida 33134

Date: _____

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