

L01000017383

Requester's Name

Accounting Offices
ELLIOTT FRANKLIN, P.A.
2777 S. Congress Ave.
Lake Worth, FL 33461-2137

400004627254--4
-10/08/01--01072--018
****155.00 ****155.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

42

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

HEREDIA, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State, and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §609.406, the limited liability company's name shall be: HEREDIA, LLC

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

The limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address / Street Address:

1603 South Dixie Hwy.

West Palm Beach

Florida 33401

ARTICLES IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2777 S. Congress Ave. Lake Worth, Florida 33461. The name of the registered agent at such registered office is Elliott Franklin.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and, (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission

and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability Company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two Managers, Victor Benilous, and / or Sosana Benilous during their lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless Victor Benilous and / or Sosana Benilous resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by Victor Benilous and / or Sosana Benilous until their resignation, death, retirement or consent to a

FILED
2001 OCT -8 PM 3:04
CLERK OF CIRCUIT COURT
JANUARY 1, 2002
TALLAHASSEE, FLORIDA

successor Manager. Upon Victor Benilous and / or Sosana Benilous resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance, with the foregoing, the name and address of the Managers of this Limited Liability Company are:

<u>Name of Managers</u>	<u>Address</u>
Victor Benilous	1603 S. Dixie Hwy. West Palm Beach, Fl. 33401
Sosana Benilous	1603 S. Dixie Hwy. West Palm Beach, Fl. 33401

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to Initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units, outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the operational rights of the "Isabella Emerald Treasure" and such rights shall include and not be limited to copyrights, merchandising rights, all intellectual property rights, including and not be limited to any related movies, books, websites and any and all related merchandising rights associated with this type of business, the right to exhibit the treasure to include and not be limited to the "Cortes Treasure Exhibit", including and not be limited to any related movies, books, websites and any and all related merchandising rights associated with this type of business, and to act as Trustee to the "Benilous De Heredia Trust". And all such rights as stipulated by the trust which can include and not be limited to commercially exploiting the treasure and any other business connected with the entertainment industry.

ARTICLE X - OPERATING AGREEMENT


Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability Company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.


IN WITNESS WHEREOF, the undersigned, the members of this limited liability company has executed these Articles of Organization on this 3rd day of October, 2001.

1603 S. Dixie Hwy. West Palm Beach, Fl. 33401

By: _____

VICTOR BENILOUS

Member

By: _____

SOSANA BENILOUS

Member

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

)
) SS.
)

BEFORE ME personally appeared Victor Benilous and Sosana Benilous Members of this Limited Liability Company, the signors who personally appeared before me at the time of this notarization, and are personally known to me and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of October, 2001

Elliott A. Franklin

Notary Public

State of Florida at Large

My Commission No. is



Elliott A. Franklin
MY COMMISSION # CC781991 EXPIRES
November 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:


11/28/02

FILED
2001 OCT -8 PM 3:04
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

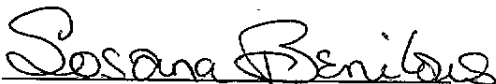
In compliance with Sections 608.415 and 48.061, Florida Statutes,
the following is submitted:

That Victor Benilous and Sosana Benilous desiring to organize or
qualify under the laws of the State of Florida as a limited liability
company with its principal place of business in the City of West Palm
Beach, State of Florida, has named Elliott Franklin, located at 2777 S.
Congress Ave. Lake Worth, Florida 33461 as its agent to accept service
of process.

Signature 
Victor Benilous

Title: Incorporating Member

Date: October 3, 2001

Signature 
Sosana Benilous

Title: Incorporating Member

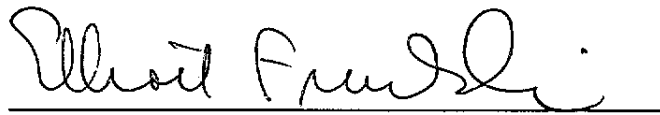
Date: October 3, 2001

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


Elliott Franklin

October 3, 2001
Date

1603 S. Dixie Hwy., L.C./Articles Organization

FILED
2001 OCT -8 PM 3:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA