

Division of Corporations

Page 1 of 4

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

Grupo Radial America, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
Grupo Radial America, LLC**

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Grupo Radial America, LLC, ("Company").

ARTICLE II - ADDRESS

The principal place of business of the Company in Florida shall be 848 Brickell Avenue, Suite 1120, Miami, Florida 33131 and the mailing address shall be the same.

ARTICLE III - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV - DURATION

The Company shall have perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 848 Brickell Avenue, Suite 1120, Miami, Florida 33131. The name and address of the registered agent of this Company is Jorge Martinez at 848 Brickell Avenue, Suite 1120, Miami, Florida 33131.

ARTICLE VII - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

The actual amount of cash contributed by the member's as of formation of the Company is \$500.00 US Dollars. Thereafter each member shall make additional capital contributions to the Company only upon unanimous consent of all the members and pursuant to Florida Statute Section 608.412.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

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ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE X - INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, or on the merits or otherwise, in the defenses of any proceeding to which the manager or officer was a party because the manager or officer or was a manager or officer of the Company against reasonable attorneys fees and expenses incurred by the manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, or in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s).

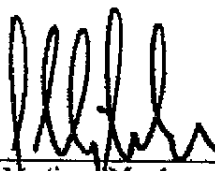
ARTICLE XI - MANAGEMENT

The Company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with laws or these Articles of Organization. The name and address of the member(s) of the Company are:

Jorge Martinez
848 Brickell Avenue
Suite 1120
Miami, Florida 33131

Gerardo Reyes
848 Brickell Avenue
Suite 1120
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned, authorized representative of the members, have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 16th day of October, 2001.



Jorge Martinez / Member

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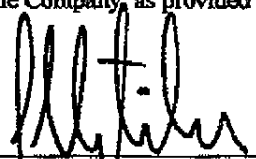
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Jorge Martinez, being the person named in Articles of Organization of Grupo Radial America, LLC, as the Registered Agent of the Company named above, hereby consents to and accepts the appointment as Registered Agent of the Company and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned states that he is familiar with and accepts the obligations of his position as Registered Agent of the Company, as provided in Chapter 608, Florida Statutes.

Dated: October 16, 2001



Jorge Martinez

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