

# L0100 0021040

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Fax Number : (850)205-0383

From:

Account Name : ALVAREZ, TAYLOR, ELJAIEK & RODRIGUEZ, P.L.  
Account Number : I20030000013  
Phone : (305)444-5885  
Fax Number : (305)444-8986

**LIMITED LIABILITY AMENDMENT**

**ALVAREZ, TAYLOR & RODRIGUEZ, P.L.L.C.**

Certificate of Status	0
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**AMENDED AND RESTATED****ARTICLES OF ORGANIZATION  
OF****ALVAREZ, TAYLOR & RODRIGUEZ, P.L.L.C.****TO BE HEREINAFTER KNOWN AS****ALVAREZ, TAYLOR, ELJAIEK & RODRIGUEZ, P.L.**

The undersigned, constituting all of the Members and Managers of **Alvarez, Taylor & Rodriguez, P.L.L.C.**, a Florida professional limited liability company (the "Company"), for the purpose of amending and restating the Articles of Organization of the Company filed on December 5, 2001 with the Florida Department of State, Division of Corporations, as amended on January 14, 2002 and December 2, 2002, hereby revoke and delete in their entirety any and all other Articles of Organization of the Company and adopt the following Articles of Organization to be in full force and effect as of February 1, 2003:

The undersigned, constituting all of the Members and Managers of the Company, and being all attorneys duly licensed to render services as such under the laws of the State of Florida, hereby confirm the Company's formation and continuation as a Professional Limited Liability Company for profit pursuant to the provisions of the Professional Service Limited Liability Company Act of Florida, Florida Statutes Chapter 621, and the other applicable laws of the State of Florida.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **Alvarez, Taylor, Eljaiek & Rodriguez, P.L.** (the "Company").

**ARTICLE II -- ADDRESS**

- (a) The principal address of the Company shall be 815 Ponce De Leon Boulevard, Third Floor, Coral Gables, Florida 33134.
- (b) The mailing address of the Company shall be 815 Ponce De Leon Boulevard, Third Floor, Coral Gables, Florida 33134.

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### **ARTICLE III – DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

### **ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **Santiago Eljaiek III, Esq., 815 Ponce De Leon Boulevard, Third Floor, Coral Gables, Florida 33134.**

### **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

### **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

### **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

### **ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by **a manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by

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the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial **Managers** of the Company are:

Benjamin R. Alvarez	815 Ponce De Leon Boulevard Third Floor Coral Gables, Florida 33134
Stephen A. Taylor	815 Ponce De Leon Boulevard Third Floor Coral Gables, Florida 33134
Santiago Eljaiek III	815 Ponce De Leon Boulevard Third Floor Coral Gables, Florida 33134
Roniel Rodriguez IV	815 Ponce De Leon Boulevard Third Floor Coral Gables, Florida 33134

#### **ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on 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 of the remaining Members.

#### **ARTICLE X -- INDEMNIFICATION**

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

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The foregoing Amended and Restated Articles of Organization were approved and ratified by the unanimous consent of all of the Members and Managers of the Corporation on January 31, 2003. The number of votes cast by the Members and Managers of the Company approving and consenting to the foregoing amendments were sufficient for the authorization, ratification and filing of these Amended and Restated Articles of Organization of the Company.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Amended and Restated Articles of Organization of the Company at Miami, Florida, on this 20<sup>th</sup> day of FEBRUARY, 2003.

  
Benjamin R. Alvarez, Member/Manager

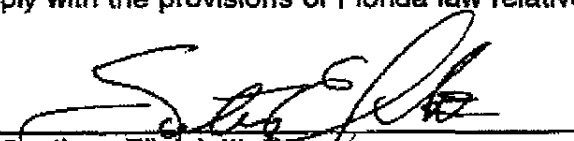
  
Stephen A. Taylor, Member/Manager

  
Santiago Eljaiek III, Member/Manager

  
Roniel Rodriguez IV, Member/Manager

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Santiago Eljaiek III, Esq.

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