

L01000021939

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000119933 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

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

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

AL 1

## LIMITED LIABILITY COMPANY

PADD INDUSTRIES (U.S.) LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 11, 2001

EMPIRE

SUBJECT: PADD INDUSTRIES (U.S.) LLC  
REF: W01000028114

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 11

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: R01000119933  
Letter Number: 501A00065209

④

H01000119933

ARTICLES OF ORGANIZATION  
OF  
PADD INDUSTRIES (U.S.) LLC

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 11

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

ARTICLE I -- NAME

The name of the limited liability company shall be Padd Industries (U.S.) LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is

20283 State Road 7, Suite 400  
Boca Raton, Florida 33498

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is

Ira J. Kurzban, Esq.  
2650 S.W. 27<sup>th</sup> Avenue, Suite 200  
Miami, Florida 33133

H01000119933

## ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

## ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only with the unanimous consent of all the members, or as provided in the regulations.

## ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 majority vote of all the remaining members.

## ARTICLE IX - MANAGEMENT

The Limited Liability Company is to be managed by one manager and is, therefore, a *manager-managed company*. The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is as follows:

*Anthony D. D. Pierce  
20283 State Road 7, Suite 400,  
Boca Raton, Florida 33498*


FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 1988

H01000119933

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on December 6, 2001.

  
Anthony D.D. Pierce

Sworn to and subscribed before me this 6 day of December, 2001, by Anthony D.D. Pierce

  
Notary Public - State of Florida  
Yolanda Rodríguez de las Peñas

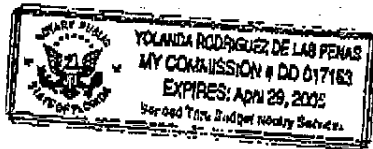
Personally Known

OR

Produced Identification

Type of Identification Produced .....

(Seal)



FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 11

H01000119933

401000119933

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, Padd Industries (U.S.), LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Padd Industries (U.S.), LLC
2. The name and street address of the registered agent in Florida are:

Ira J. Kurzban, Esq.  
2650 S.W. 27<sup>th</sup> Avenue, Suite 200  
Miami, Florida 33133

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 11

The undersigned, being the person named in the articles of organization of Padd Industries (U.S.), LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Ira J. Kurzban, Esq.  
Registered Agent

401000119933