

**LO2000005699**

**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.**

**((H02000053242 2)))**

**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

**LIMITED LIABILITY COMPANY**

**LATIN RED, L.L.C.**

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 11

DIVISION OF CORPORATION

02 MAR 11 AM 7:44

RECEIVED

02 MAR 11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02/04  
(4)

H02000053242

ARTICLES OF ORGANIZATION  
FOR  
LATIN RED, L.L.C.  
A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be LATIN RED, L.L.C.
2. Duration/Continuation. The period of this company's duration shall be thirty-five (35) years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. Address. The mailing address is 3345 Pinewalk Drive North, #205, Margate, Florida 33063.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Daniel G. Gass, 10001 N.W. 50th Street, Suite 204, Sunrise, FL 33351.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. Right to Continue Business. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.
7. Management of Company. The company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of Members or until his successors are elected and qualify is: Roger Williams, 3345 Pinewalk Drive North, #205, Margate, Florida 33063.

H02000053242

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Manager of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager.

10. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the manager(s) of the Company as part of its records).

11. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member would otherwise be entitled.

IN WITNESS WHEREOF, the undersigned Organizer has hereunto set his hand and seal this 8th day of March, 2002.

  
DANIEL G. GASS, Organizer

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 11

H02000053242

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Daniel G. Gass, Registered Agent

This Instrument Prepared By:  
Daniel G. Gass, Esq.  
Daniel G. Gass, P.A.  
10001 N.W. 50th Street, Suite 204  
Sunrise, FL 33351  
Tel: (954) 741-8228  
Fax: (954) 746-7690

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 11

H02000053242

3

f:\wpdocs\forms\corporat\articles\awicorg.11c