

**L02000005949**

# Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

Cape Florida Investments (USA), LC

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

March 8, 2002

FREFFREY E. LEHRMAN, ESQ.

SUBJECT: CAPE FLORIDA INVESTMENTS (USA), LC  
REF: W02000006662

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Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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**ARTICLES OF ORGANIZATION OF  
CAPE FLORIDA INVESTMENTS (USA), LC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **CAPE FLORIDA INVESTMENTS (USA), LC** and its initial principal office shall be located at 5701 Miami Lakes Drive, Miami Lakes, County of Miami-Dade, State of Florida 33014, but it shall have the power and authority to establish offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of all of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

1. **Alberto Lensi** - c/o DIC 5701 Miami Lakes Drive, Miami Lakes, FL 33014,  
OR
2. **Alexander Eckes Chantre** - c/o DIC 5701 Miami Lakes Drive, Miami  
Lakes, FL 33014

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the Member Control Agreement and Regulations of the Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the members in proportion to their interest in the Company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit-sharing. The members shall be entitled to the net profits arising from the operation of the company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

**Heidrun Eckes Chantre Und Kinder Vermögensanlage Gesellschaft Burgelichen  
Reichts (GBR III), a partnership existing under the laws of Germany -  
One Hundred Percent (100%)**

The distributive share of the profits shall be determined and allocated to each respective capital share of the members as of the 31<sup>st</sup> day of December each year commencing December 31, 2002.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as provided in these Articles, the Member Control Agreement and the Regulations of the Company.

## ARTICLE VIII

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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## ARTICLE IX

## INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 220 Alhambra Circle, Suite 810, Coral Gables, FL 33134, and the name of the company's initial registered agent at that address is Jeffrey E Lehman, Esq.

The undersigned, being all of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Cape Florida Investments (USA), LC

Executed by the undersigned in counterparts as of the first day of March, 2002.

Heidrun Eckes Chantre Und Kinder  
Vermögensanlage Gesellschaft  
Bürgerlichen Rechts (GBR III),  
a partnership existing under the laws of Germany -

By:



Heidrun Eckes Chantre,  
Managing Partner