

# L02000006992

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DIVISION OF CORPORATIONS  
02 MAR 25 PM 2:12

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KEMPEX USA, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

# **Articles of Organization for Florida Limited Liability Company**

## **Article I – Name**

The name of the Limited Liability Company is:

KEMPEX USA, LLC.

## **Article II – Address**

The mailing address and street address of the principal place of the Limited Liability Company is:

7231 SW 63<sup>rd</sup> Avenue, Ste. 200  
Miami, FL 33143

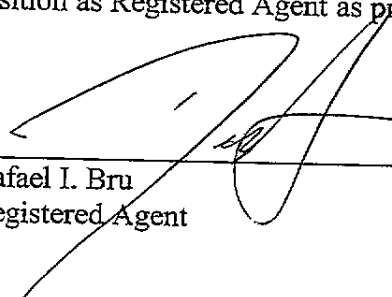
## **Article III – Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Rafael I. Bru  
4680 SW 74<sup>th</sup> Street  
Miami, FL 33143

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Rafael I. Bru  
Registered Agent

## **Article IV – Transferability of Membership Interests**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

## **Article V – Management**

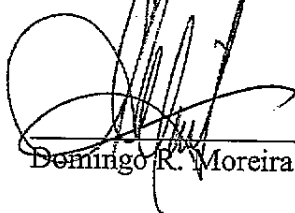
X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

Domingo R. Moreira

## **Article VI – Company Existence**

The Company's existence shall begin effective as of March 25, 2002

The undersigned authorized representative of a member executed these Articles of organization on March 25, 2002

  
Domingo R. Moreira

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