

L020000008312

COVER LETTER

April 1, 2002

Department of State
Registration Section
Division of Corporation
PO BOX 6327
Tallahassee, FL 32314

600005194846--5
-04/05/02--01026--020
****125.00 ****125.00

SUBJECT: SOUTH DREAMS TRAVEL L.L.C.
Proposed Name of the Company

Enclosed is an original and one (1) copy of the articles of organization and a check for \$125 (filing fee and designation of registered agent).

FILED
2002 APR - 5 AM 8:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FROM: CLAUDIO FELD
Name
2750 NE 183rd ST. # 2012
Address
Aventura, FL 33160
City, State & Zip
(305) 935-9341
Daytime Telephone number


Claudio Feld

J. BRYAN APR - 9 2002

**ARTICLES OF ORGANIZATION
OF
SOUTH DREAMS TRAVEL L.L.C.**

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TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of the Limited Liability Company is **SOUTH DREAMS TRAVEL L.L.C.**

ARTICLE II: Company Existence

The company's existence shall be for 30 years and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III: Units of Equity Ownership

Section A. Authorized Units of equity Ownership. The maximum number of equity ownership units **SOUTH DREAMS TRAVEL L.L.C.**, is authorized to have outstanding is 1,000 units, all of which shall be identical units.

Section B. Restrictions on Dispositions of Units. No Member of this company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the company owning 100% of the -issued and outstanding membership units of the company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

ARTICLE IV: Capital Contributions and distributions

Contributions: Each member shall contribute to the Company initial capital contributions in the following percentage:

Claudio Feld 100%

Distributions: Distributions are allocated to each member according to percentage of membership interest.

ARTICLE V: Registered Agent and Office

The address of the initial Registered office of the Company is **2750 NE 183rd ST. # 2012, Aventura, FL 33160.** The name of its initial Registered Agent at such address is **Claudio Feld.**

ARTICLE VI: Principal Office.


The mailing address and the street address of the principal office of the Company is **2750 NE 183rd ST. # 2012, Aventura, FL 33160.**

ARTICLE VII: Purpose and Power

The company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

ARTICLE VIII: Management

The Company is to be managed by the manager, and the name and address of such manager who is to serve as manager is **Claudio Feld, 2750 NE 183rd ST. # 2012, Aventura, FL 33160.**

 Claudio Feld

ARTICLE IX: Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, including all appeals, by reason of the fact that such member and/or manager is or was a member, Manager or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another Limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the company or its Members; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against in any such case where such Member and/or Manager be adjudged liable to the company. Any indemnification provided for in this ARTICLE (unless ordered by a court) shall be made by the company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by majority vote of a quorum consisting of Members who were not parties to such actions, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of the members, or disinterested Managers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE X: Amendment of Articles of organizations

The company reserves the right to amend, alter, change, or repeal any provisions contained in these articles of organizations in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Date: April 1, 2002



Claudio Feld
Manager – Organizer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**REGISTERED AGENT SIGNATURE
OF
SOUTH DREAMS TRAVEL L.L.C.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 1, 2002

CLAUDIO FELD

Name

2750 NE 183rd ST. # 2012

Address

Aventura, FL 33160

City, State & Zip

(305) 935-9341

Daytime Telephone number

Having been named as registered agent and to accept service and process for **South Dreams Travel L.L.C.**, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

Claudio Feld