

L02000010388

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.

((H02000125056 0)))

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) 205-0303

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9695

LIMITED LIABILITY COMPANY

mj holdings llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

02 APR 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
AND
FILED

02000125056

ARTICLES OF ORGANIZATIONOFMJ HOLDINGS LLC

6

The undersigned members to these Articles of Organization hereby associates themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE INAME

The name of this Limited Liability Company is MJ HOLDINGS LLC.

ARTICLE IIGENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IIIMEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall not reduce the existing members interest without unanimous agreement of all existing members.

No additional members shall be admitted to the Limited Liability Company except with the unanimous written consent of all the members of the Limited Liability Company and upon such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the Limited Liability 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

H 02000125056

02 APR 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

other members of the Limited Liability Company other than a member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article IX.

ARTICLE IV

TERMINATION OF EXISTENCE

The Limited Liability Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all the remaining members.

ARTICLE VI

TERM OF EXISTENCE

This Limited Liability Company shall continue its existence on the dates these Articles of Organization are filed with the Florida Department of State and is to exist perpetually.

ARTICLE VII

ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is P.O. BOX 562636, Pinecrest, FL 33256-2636. The Board of Managers may from time to time move the principal office to another address in Florida.

02 APR 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VIIIMANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the members, but shall never be less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

ARTICLE IXINITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

NameAddress

Miguel A. Sainz, General
Manager and President

P.O. BOX 562636, Pinecrest, FL 33256-2636

Jorge R. Gutierrez, Manager,
Secretary and Treasurer

136 Dockside Terrace, Weston, FL 33327

02 APR 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

ARTICLE XINITIAL MEMBERS

The name and post office address of the members as of the filings of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

<u>Name</u>	<u>Address</u>	<u>Ownership %</u>	<u>Consideration</u>
Miguel A. Sainz	P.O. BOX 562636 Pinecrest, FL 33256-2636	50%	\$1,000.00
KYN Partners LLC	136 Dockside TR, Weston, FL 33327	50%	\$1,000.00

ARTICLE XIAMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

ARTICLE XIIREGISTERED OFFICE AND REGISTERED AGENT

That MJ HOLDINGS LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Carlos Garcia, Esq., as its Registered Agent, to accept services within the State. The registered office of Garcia, Perez-Siam & Associates, 4100 S.W. 57 Avenue, Miami, FL 33155.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 30th day of April, 2002.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

Miguel A. Sainz
Miguel A. Sainz

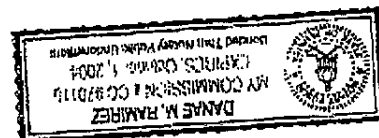
02 APR 30 AM 10:08
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PERSONALLY appeared before me, Miguel A. Sainz, who produced Fla. DL identification or is personally known to me to be one of the original members to the foregoing Articles of MJ HOLDINGS LLC, who being by me first duly sworn, acknowledged that he signed the same for the purposes therein expressed.

Danae M. Ramirez
NOTARY PUBLIC - State of Florida

My commission expires:

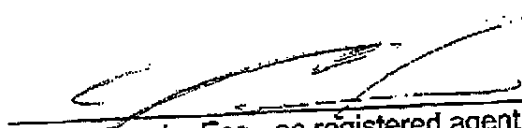


H 02000125056

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

In pursuance of Florida Statutes, Chapter 608, the Articles of Organization of MJ HOLDINGS LLC, are submitted under the laws of Florida, the name and street address of the registered agent of the Company is: Carlos Garcia, Esq., GARCIA, PEREZ-SIAM & ASSOCIATES, 4100 S.W. 57 Avenue, Coral Gables, FL 33155.

The undersigned, having been named to accept service of process for the above stated limited liability company, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position as registered agent.


Carlos Garcia, Esq., as registered agent

H 02000125056

02 APR 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED