

Division of Corporations

Page 1 of 2

L02000011868

## 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.

(((H02000139569 6)))

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 : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001666  
Phone : (305) 859-7494  
Fax Number : (305) 858-2513

FILED  
02 MAY 16 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 MAY 16 AM 11:56  
DIVISION OF CORPORATION

|                   |     |
|-------------------|-----|
| Name Availability |     |
| Document Examiner | DCC |
| Updater           | DC  |
| Updater Verifier  | DCC |
| Acknowledgement   | DCC |
| W. P. Verifier    | DCC |

## LIMITED LIABILITY COMPANY

RAF-KAZ INTERNATIONAL LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 09       |
| Estimated Charge      | \$160.00 |

L02000011868

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

## RAF-KAZ INTERNATIONAL LLC

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Florida Limited Liability Company is:

RAF-KAZ INTERNATIONAL LLC, hereinafter designated as  
"Limited Liability Company."

### ARTICLE II - Address:

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

RAF-KAZ INTERNATIONAL LLC  
12615 SW 91 Street,  
Miami, Florida 33186

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida address of the registered agent of the Limited Liability Company are:

Ricardo Martinez-Cid  
1699 Coral Way, Suite 510  
Miami, Florida 33145

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

02 MAY 16 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

Having been named as registered agent and to accept service of process for the 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 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 as provided in Chapter 608, Florida Statutes.

  
Ricardo Martinez-Cid

**ARTICLE IV - Management:**

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

**ARTICLE V - Initial Managers:**

The Limited Liability Company shall initially have three (3) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but shall never be less than one (1). The initial three (3) managers of the Limited Liability Company are Diego Gabriel Rafecas, Jaime Luis Rafecas and Marlo Salvatierra Vargas, of respectively of Serrano 1299, Buenos Aires, Argentina, 155 Urbanizacion Santa Requel, Ate, Lima, Peru, and 155 Urbanizacion Santa Requel Ate, Lima, Peru.

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

FILED  
02 MAY 16 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

**ARTICLE VI - Scope of Managers' Authority:**

Each Manager of the Limited Liability Company, may by his/her sole signature, alone or joined by other Manager, if any, exercise the broadest powers granted by law, including, without limitation, except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

**ARTICLE VII - Transferability of Member's Interest:**

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

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 VIII - Nature of Business and Purpose:**

The Limited Liability Company is organized to import quality art objects, and for all other lawful businesses.

**ARTICLE IX. Beginning of Limited Liability Company Existence:**

The Limited Liability Company's existence shall begin effective on the date of this Articles, on May 16, 2002.

**ARTICLE X - Duration:**

The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

**ARTICLE XI - Dissolution:**

The Limited Liability Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

---

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2960  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

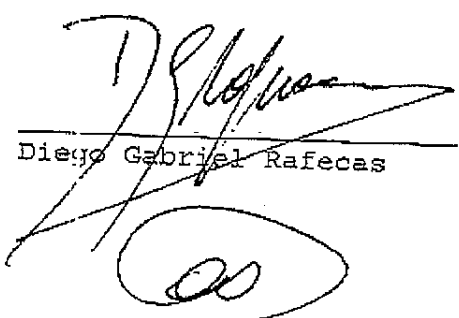
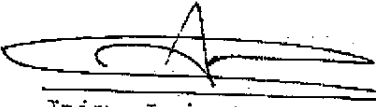

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this May 16, 2002, and, under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Diego Gabriel Rafecas  
Jaime Luis Rafecas  
Marlo Salvatierra Vargas

02 MAY 16 PM 12:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

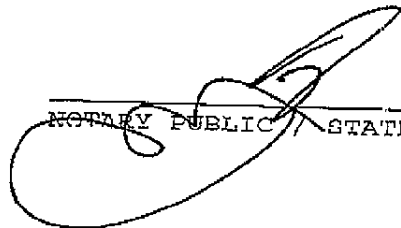
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

STATE OF FLORIDA           )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Diego Gabriel Rafecas and Jaime Luis Rafecas and Marlo Salvatierra Vargas, who are either personally known to me, or provided their Argentinian Passports as to the Rafecas, and his Peruvian Passport as to Salvatierra Vargas, and they acknowledged before me that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this May 16, 2002.

  
NOTARY PUBLIC      STATE OF FLORIDA



Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H020000139569 6

FILED

02 MAY 16 PM 12:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA