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L02006011900

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REPLY TO

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ANDREW C. HALL
OF COUNSEL

May 14, 2002

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

Re: Atlas Holdings, LLC

Dear Sirs:

600005538266--1
-05/15/02--01070--007
****125.00 ****125.00

Enclosed for filing please find Articles of Organization for Atlas Holdings, LLC and a check in the amount of \$125.00 payable to the Secretary of State. I have also enclosed an extra copy of the Articles to be stamped and returned in the overnight package I have provided.

If you have any questions, please feel free to contact me.

Very truly yours,

Soraida Smith

Soraida Smith - Legal Assistant to
Mitchell S. Fuerst, Esq.

02 MAY 14 AM 14:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/sls
Enclosures

L02-12262
QR

RODRIGUEZ O'DONNELL
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LO2000011900

Fax TRANSMISSION

To:	Brenda Tadlock	From:	Soraida Smith
Fax:	1-850-410-1015	Pages:	3
Phone:	1-850-245-6911	Date:	5/16/02
Re:	Atlas Holdings, LLC	CC:	

COMMENTS: Per our telephone conversation of this morning. Please have the attached Articles of Organization filed.

Thank you very, very much.

IMPORTANT: This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are, by this, on notice that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us at the above address via the United States Postal Service. Thank you.

ORIGINAL DOCUMENT: ☒ WILL NOT BE SENT ☐ WILL BE SENT

ARTICLES OF ORGANIZATION ATLAS HOLDINGS, LLC

ARTICLE I: NAME

The name of the limited liability company is **ATLAS HOLDINGS, LLC**.

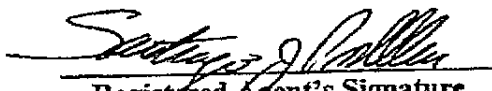
ARTICLE II: ADDRESS

The mailing address and the street address of the principal office of the limited liability company is 7700 N. Kendall Drive, Suite 405, Miami, FL 33156.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name of the registered agent is:
Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, FL 33131

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 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 for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV:

The limited liability company is to be managed by Lorn Leitman and Gustavo Barni, its members, located at 7700 N. Kendall Drive, Suite 405, Miami, FL 33156, and is therefore, a member-managed company

ARTICLE V:

The company shall indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever, except that indemnification or advancement of expenses shall not be made to or on behalf of any manager, managing member,

officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful;
- (b) A transaction from which the manager, managing member, officer, employee, or agent derived an improper personal benefit;
- (c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of Florida statutes are applicable;
- (d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.


Santiago J. Padilla
Signature of a Member/Authorized
Representative

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.