



# L0200002813

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REFERENCE : 595906 4300A

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 160.00

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02 MAY 24 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2002

ORDER TIME : 10:27 AM

ORDER NO. : 595906-005

CUSTOMER NO: 4300A

CUSTOMER: Paul M. Cummings, Esq  
Weiner Cummings & Vittoria

4th Floor  
1428 Brickell Avenue  
Miami, FL 33131

RECEIVED  
02 MAY 24 AM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALERMO PROPERTY, L.L.C.

EFFECTIVE DATE:

000005610176--3

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

LAW OFFICES  
**WEINER, CUMMINGS & VITTORIA**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

4TH FLOOR  
1428 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

**WEINER & CUMMINGS, P.A.**

PAUL M. CUMMINGS\*\*  
LAWRENCE WEINER\*  
BETH M. MOSKOWITZ\*\*\*\*\*

JANE M. WEINER\*\* OF COUNSEL

THEODORE J. VITTORIA, JR., P.C.

THEODORE J. VITTORIA, JR.\*\*\*

JAMES A. PURDY\*\*\*\*

\* ADMITTED IN FL AND PA ONLY  
\*\* ADMITTED IN FL ONLY  
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TELEPHONE  
(305) 371-7800  
FACSIMILE  
(305) 371-3226

NEW YORK OFFICE:  
ROCKEFELLER CENTER  
630 FIFTH AVENUE  
NEW YORK, NY 10111  
(212) 489-8104

May 23, 2002

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
**Attn: Registration Section**

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TALLAHASSEE, FLORIDA

Re: **PALERMO PROPERTY, L.L.C.**

Dear Sir or Madam:

In connection with organizing the above-named limited liability company with the State of Florida, enclosed are the following originals executed documents for filing:

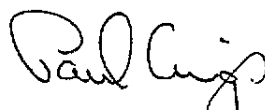
1. Articles of Organization;
2. Certificate of Designation of Registered Agent/Registered Office;

Also enclosed is a check in the amount of \$160.00 for the filing fee for the limited liability company; a certified copy of the Articles, and a Certificate of Status.

Upon filing, you are hereby authorized to release the original filed documents, a Certificate of Status, and a certified copy of the original document to a representative of CSC corporate services company.

If you need any additional information or documentation to complete these filings, please contact the undersigned at the above Miami address.

Very truly yours,

  
PAUL CUMMINGS

PC/dv  
enclosures

**ARTICLES OF ORGANIZATION  
FOR PALERMO PROPERTY, L.L.C.**

**ARTICLE I - NAME**

The name of this limited liability company shall be **PALERMO PROPERTY,  
L.L.C.**

**ARTICLE II - DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III - PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida limited liability company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

**ARTICLE IV - PRINCIPAL OFFICE**

The mailing address and the street of this limited liability company shall be 355 Palermo Avenue, Coral Gables, FL 33134.

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**Paul Cummings  
1428 Brickell Avenue, Suite 400  
Miami, FL 33131**

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## **ARTICLE VI - ADDITIONAL MEMBERS**

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

## **ARTICLE VII - INITIAL MANAGER**

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

**Alejandro Alvarez**  
355 Palermo Avenue  
Coral Gables, FL 33134

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

## **ARTICLE VIII - REGULATIONS**

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

## **ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

## **ARTICLE X - AMENDMENT**

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida limited liability company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23 day of May, 2002.

  
**Alejandro Alvarez**  
Authorized Representative of the

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

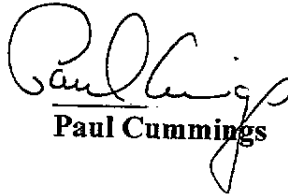
The name of the limited liability company is **PALERMO PROPERTY, L.L.C.**

The name and address of the registered agent and office is:

**Paul Cummings  
1428 Brickell Avenue, Suite 400  
Miami, FL 33131**

Having been named as registered agent and to accept service of process for the above-named 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 positions as registered agent.

Date: May 23<sup>rd</sup>, 2002

  
**Paul Cummings**

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