

L02000017050

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600005892536--7

-06/20/02--01076--001

****125.00 ****125.00

SUBJECT: SANTA LUCIA SPECIALTY GREEN COFFEE, LLC
(PROPOSED ~~CORPORATE~~ ^{organization} NAME - MUST INCLUDE SUFFIX)
company

Enclosed is an original and one(1) copy of the articles of ~~incorporation~~ ^{organization} and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75 *125.00*
Filing Fee
& Certificate of Status

☐ ~~\$78.75~~
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate
Status

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 20 PM 3:32

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FROM: CLARA I. OSORIO
Name (Printed or typed)
415 E. VINE STREET
Address
KISSIMMEE, FL 34744
City, State & Zip
(407) 870-0453
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

L02-17050
gk



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 21, 2002

CLARA OSORIO
415 E. VINE STREET
KISSIMMEE, FL 34744

SUBJECT: SANTA LUCIA SPECIALTY GREEN COFFEE, LLC
Ref. Number: W02000018128

We have received your document for SANTA LUCIA SPECIALTY GREEN COFFEE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 502A0004017

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

NAME

SANTA LUCIA SPECIALTY GREEN COFFEE, LLC

ARTICLE II

ADDRESS

The street address of the principal office and the mailing address of this entity in the State of Florida are:

14250 COLONIAL GRAND BLVD.
SUITE 2908
ORLANDO, FL 32837

ARTICLE III

PURPOSE - This Company is organized in compliance with Chapter 608, the "Florida Limited Liability Company Act" for any lawful purpose, but remains subject to statutes and regulations of the laws of this state for regulating and controlling its business, which shall control when in conflict with this chapter.

ARTICLE IV

POWERS - Unless its articles of organization or operating agreement provide otherwise, this limited liability company organized and existing under this chapter shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including without limitation, the power to:

- (1) Sue and be sued, and defend, in its name.
- (2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property wherever located.
- (3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.
- (4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (5) Make contracts or guarantees or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owed, directly or indirectly, by the contracting limited liability company.
- (6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

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TALLAHASSEE FLORIDA

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- (7) Conduct its business, locate offices within or without this state and exercise the powers granted by the same.
- (8) This Company will import/export and commercialized products, especially green coffee.

ARTICLE V

CAPITAL – The contribution of a member may be in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The initial cash capital of this limited liability company will be 600.00 dollars and should be divided in equal parts or 33.33 % per member (3).

ARTICLE VI

MANAGEMENT AND MANAGERS LIABILITY- This Limited Liability Company is to be a member-managed company. A manager or a managing member shall not be personally liable for monetary damages to the limited liability company or other any other person for any statement, vote, decisions, or failure to act regarding management or policy decisions by a manager or a managing member, unless: The manager or managing member breached or failed to perform the duties as a manager or managing member.

ARTICLE VII

NAME AND ADDRESS OF INITIAL MEMBERS

MARCELLO GALLEGO – 76 Davis Rd, Palm Springs, FL 33461

OSCAR A. ARBOLEDA - 76 Davis Rd, Palm Springs, FL 33461

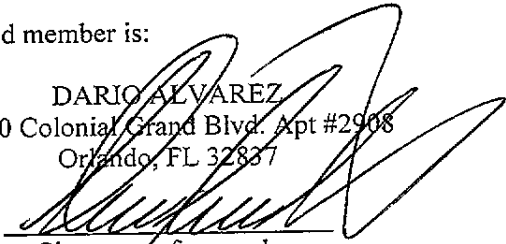
DARIO ALVAREZ - 14250 Colonial Grand Blvd. Apt # 2908, Orlando, FL 32837

ARTICLE VIII

NAME AND ADDRESS OF THE SIGNED MEMBER

The name and address of the signed member is:

DARIO ALVAREZ
14250 Colonial Grand Blvd. Apt #2908
Orlando, FL 32837


Signature of a member

EFFECTIVE DATE – Effective date of business and activity for this company should be June 17, 2002.

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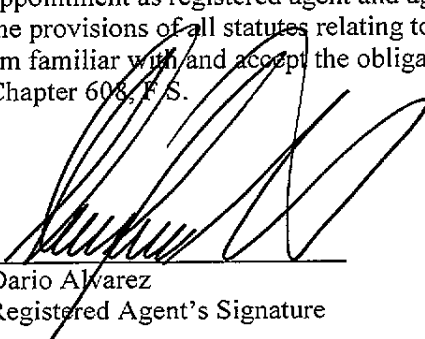
ARTICLE IX

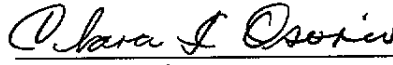
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

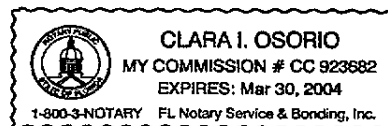
The name and the Florida street address of the registered agent is:

DARIO ALVAREZ
14250 Colonial Grand Blvd, Apt 2908
Orlando, FL 32837

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 606, F.S.


Dario Alvarez
Registered Agent's Signature


Clara I. Osorio
Notary Public



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TALLAHASSEE, FLORIDA

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