

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L020000019112

Sunway LLC

RECEIVED

02 JUL 29 AM 11:09

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by *SW*

Name _____

Date *7/29*

Time _____

Walk-In _____

Will Pick Up _____

FILED

JUL 29 PM 1:59

STATE OF FLORIDA
700006725207--5
-07/29/02--01006--025
*****125.00 *****125.00

700006725207--5
-07/29/02--01006--024
*****30.00 *****30.00

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

AL

**ARTICLES OF ORGANIZATION
OF
SUNWAY, L.L.C.**

FILED
02 JUL 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be SUNWAY, L.L.C.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the effective date of these Articles. For the purpose hereof, the "effective date" of these Articles shall be the date of their filing with the Florida Department of State.

**ARTICLE III
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 1550 Madruga Avenue, Suite #120, Coral Gables, FL 33146, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the member from time to time may determine. The name and the address of the original registered agent of this Limited Liability Company is Mark L. Rivlin, 1550 Madruga Avenue, Suite #120, Coral Gables, Florida 33146.

FILED

ARTICLE V
CONTRIBUTIONS TO CAPITAL

02 JUL 29 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member in money or in property, the fair market value thereof being determined by agreement of all the member(s). No additional contributions will be required to be made, but may be made, by the member(s) of this Limited Liability Company, upon unanimous approval of the member(s).

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the approval of member(s) holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining member(s), which he/they shall not be required to give. Without the unanimous approval of the remaining members, any such proposed transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining member(s), distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBER AND MANAGEMENT OF BUSINESS

The name and address of the member(s) of this Limited Liability Company is/are:

<u>NAME</u>	<u>ADDRESS</u>	FILED
Nader Bayzid	1550 Madruga Avenue, Suite #120 Coral Gables, Florida 33146	02 JUL 29 PM 2:00 TALLAHASSEE, FLORIDA
Mark L. Rivlin	1550 Madruga Avenue, Suite #120 Coral Gables, Florida 33146	

The business of this Limited Liability Company shall be managed by a special manager. Nader Bayzid is hereby appointed as special manager to carry out the day to day business of this Limited Liability Company. The special manager is authorized to employ personnel to conduct the business of this Limited Liability Company. The special manager may, without the prior approval of the member(s), bind the Limited Liability Company for any obligation. The Limited Liability Company is to be managed by the special manager and is, therefore, a manager-managed company.

ARTICLE VIII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion or bankruptcy of either of the initial member or upon the occurrence of any other event which terminates the continued membership of either of the initial members, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled member(s), may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors, of assets provided in dissolution.

ARTICLE IX

AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial member,
has executed these Articles of Organization on July 26, 2002.

02 JUL 29 PM 2:00

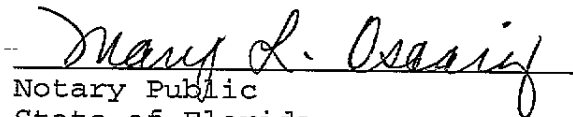

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

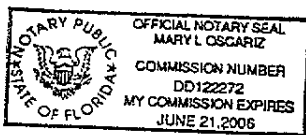
NADER BAYZID

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

The foregoing instrument was acknowledged before me this 26
day of July, 2002 by Nader Bayzid, as member of SUNWAY, L.L.C., who
is personally known to me or who has produced _____
as identification, and did take an oath.

My Commission Expires:


Notary Public
State of Florida



OATH OF ACCEPTANCE OF REGISTERED AGENT

FILED

The undersigned, having been named as the registered agent
for:

SUNWAY, L.L.C.

02 JUL 2002 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

at the place described in the attached Articles of Organization,
hereby agrees to act in this capacity and agrees to comply with the
provisions of all statutes relative to the proper and complete
performance of these duties, and further, is familiar with and
accepts the duties and obligations in Section 607.0505 of the
Florida Statutes.

Dated this 26 day of July, 2002.


MARK L. RIVLIN