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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

GOLD PALM HOLDING LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

GOLD PALM HOLDING LLC

ARTICLE I

Name

The name of this limited liability company is GOLD PALM HOLDING LLC (hereinafter "the Company").

ARTICLE II

Address

The initial mailing address and principal office is

815 Ponce de Leon Boulevard
Suite P-301
Coral Gables, Florida 33134.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Oliver J. Langstadt, Esq., P.A.
815 Ponce De Leon Boulevard
Suite P-201
Coral Gables, Florida 33134

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404 Florida Statutes, as amended and supplemented.

ARTICLE VI

Management

The Company is to be managed by a manager. The name and address of the first manager who will serve act as President, Treasurer and Secretary is:

Enrique Ventura
815 Ponce de Leon Blvd.
Suite P-301
Coral Gables, Florida 33134

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ARTICLE VII

Additional Members

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

ARTICLE VIII

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX

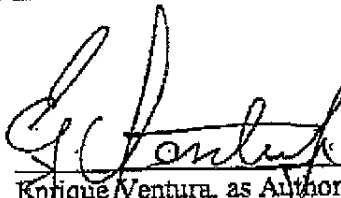
Regulations

The members shall have the power to adopt, amend, or repeal regulations of the Company

containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

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.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 20th day of August, 2002.


Enrique Ventura, as Authorized Representative

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

I HEREBY CERTIFY that on this day, before me, personally appeared Enrique Ventura, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforementioned this 20th day of August, 2002.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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

Pursuant to the provisions of Florida Statutes § 608.415, the undersigned submits the following statement in designating the registered office/registered agent for GOLD PALM HOLDING LLC, in the State of Florida.

1. The name and address of the limited liability company is:

Gold Palm Holding LLC
815 Ponce de Leon Boulevard
Suite P-301
Coral Gables, Florida 33134

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

Oliver J. Langstadt, Esq., P.A.
815 Ponce de Leon Boulevard
Suite P-201
Coral Gables, Florida 33134

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.

DATED: 19 August 2002


OLIVER J. LANGSTADT, ESQUIRE
Registered Agent

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