

C02000022228

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

(6)

8/28

FL LLC

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 28 PM 2:18

FILED

NJH

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ROSES & ROSES, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

RECEIVED
02 AUG 28 AM 11:13

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

200007391832--6
-08/28/02--01010--019
****155.00 ****155.00

Examiner's Initials

FILED
02 AUG 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ROSES & ROSES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ROSES & ROSES, LLC., and its principal office and the mailing address shall be at 10620 N.W. 27th Street, Unit D 101, in the City of Miami, County of Miami-Dade, State of Florida, 33172 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department,

LR

- and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities limited liability companies for profit.
 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
 7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
 8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLES III **MANAGEMENT**

This limited liability company shall be managed by a manager or managers and the name and address of such managers, who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

ROBERTO J. WELLISCH

HENRIQUE ROJAS

10620 N.W. 27th Street, Unit D101
Miami, Florida 33172

10620 N.W. 27th Street, Unit D101
Miami, Florida 33172



ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this limited liability company is Eduardo Anton, and the street address of the initial registered agent of the limited liability company is 1385 Coral Way, Suite 406, Miami, FL 33145.

ARTICLE V
DURATION

These Articles of Organization shall become effective as of the filing hereof, (the "Effective Date"). The Company shall exist from the Effective Date, and, unless continued by the unanimous consent of all remaining Members, shall be dissolved and its business shall terminate upon the occurrence of any of the events specified in Section 608.441, Florida Statutes.

ARTICLES VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions and terms of admission required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of unanimous consent of the remaining members.

ARTICLE VII
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.



ARTICLES VIII
REGULATIONS

The members shall have the power, by unanimous vote, to adopt, alter, amend or repeal regulations of the limited liability company, containing provisions for the regulation and management of the affairs of the limited liability company.

The undersigned are the members of the limited liability company and executed these Articles of Organization, on the 26 day of August, 2002.

By: _____

HENRIQUE ROJAS

STATE OF FLORIDA)
 SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26 day of August, 2002, by HENRIQUE ROJAS,, who appeared before me at the time of notarization, and who are personally known to me (☒) or who produced identification in the form of () a Valid Florida Driver's License.

My Commission Expires:



Frank J Mendez
My Commission CC900032
Expires January 11, 2004

Frank J Mendez
NOTARY PUBLIC

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

NOTARY PUBLIC