

**L02000028383**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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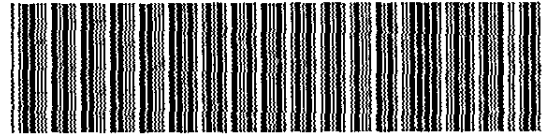
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

*10/25/02*  
*1180*

3PL of the Americas, LLC  
8501 NW 17<sup>th</sup> Street, Suite 101  
Miami, FL 33126

✓ Mailing Address:  
9625 NW 33<sup>rd</sup> Street  
Miami, FL 33172

Contact Person:  
Mr. John B. Terry  
President  
Tel: (305) 468-9664  
Fax: (786) 331-9296

Mrs. Vilma L. Cabrera  
Vice-president  
Tel: (305) 513-9540  
Fax: (305) 513-3707

Christina Chu, CPA  
CFO/Controller  
Tel: (305) 513-9540  
Fax: (305) 513-3707

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**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME:**

The name of the Limited Liability Company is: **3PL of the Americas, LLC.**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

8501 N.W. 17<sup>th</sup> Street, Suite 101  
Miami, Florida 33126

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S  
SIGNATURE**

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

Vilmar L. Cabrera  
8501 N.W. 17<sup>th</sup> Street, Suite 101  
Miami, Florida 33126

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.

  
\_\_\_\_\_  
Registered Agent's Signature

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#### ARTICLE IV - OWNERSHIP

The members of the above stated Limited Liability Company are as follows:

Vilma L. Cabrera, of Miami, Florida

John B. Terry, of Pembroke Pines, Florida

Ownership of the Limited Liability Company shall be distributed among the members as follows:

Vilma L. Cabrera	93%
John B. Terry	7%

#### ARTICLE V - MANAGEMENT

The Limited Liability Company is a member-managed limited liability company. The Limited Liability Company shall be managed by the members who are designated to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

The persons who are designated or appointed as President or Vice President shall carry out and further the decisions and actions of the managers and members and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the company are transferred to encumbered, or by which debts and obligations of the company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

#### ARTICLE VI - DESIGNATION OF OFFICERS

To conduct and manage the affairs of the Limited Liability Company, member John B. Terry shall be President of the Limited Liability Company. The President of the Limited Liability Company shall have the full authority to conduct, manage, operate, and arrange all the business affairs of the partnership, to hire and fire other employees needed to carry on the business, determine the wages and make contracts with the employees, enter into other contracts in the name of and for the partnership, and in general perform the ordinary duties done by the President of a business.

The term for President of the Limited Liability Company for John B. Terry shall commence on the date of formation of the Limited Liability Company and shall continue for no less than one year from such date.

Member Vilma L. Cabrera shall be Vice President of the Limited Liability Company.

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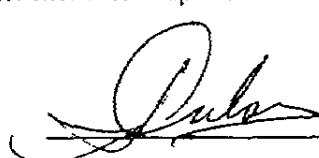

## ARTICLE VII - CONTRIBUTIONS

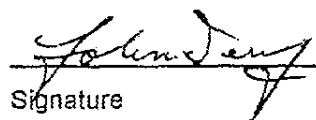

Each of the members is contributing the member's skill and effort to the Limited Liability Company. Member John B. Terry will make a capital contribution in the amount of \$65,443.95 towards leasing of the Limited Liability Company's premises, as described in the "ADDRESS" section above. Member John B. Terry will make a capital contribution in the amount of \$1,556.05, to be deposited to the company's bank account as working capital. In addition, member John B. Terry will make a non-cash contribution in the form of service provided from September 23, 2002 to October 25, 2002 (which is equivalent to \$6,298.08 calculated based on the salary information in the "SALARIES AND COMPENSATION" section of the employment agreement).

## ARTICLE VIII - PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the Limited Liability Company. Each member shall be entitled to the profits in proportion to their percentage of ownership. Net profit is defined as total gross receipts less total expenses for conducting the business of 3PL of the Americas, LLC. Subject to the shareholders consent, profit (if there is any) will be paid at the end of the year.

All losses incurred in the operation of the Limited Liability Company shall be reduced proportionally from the members capital.

 10/10/02  10/24/02  
Signature Date  
Member Vilma L. Cabrera

 10/10/02  10/24/02  
Signature Date  
Member John B. Terry

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.