

Division of Corporations

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C02000029523

Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850) 205-0383

## From:

Account Name : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)  
Account Number : 076077002561  
Phone : (305) 376-6023  
Fax Number : (305) 376-6010

## LIMITED LIABILITY COMPANY

## BANKEST FINANCE LLC

Certificate of Status	0
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STATE OF FLORIDA  
TALLAHASSEE

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Department of State 10/29/2002 9:02 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 29, 2002

GUNSTER, YOAKLEY, ETAL

SUBJECT: BANKEST FINANCE LLC  
REF: W02000031048

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

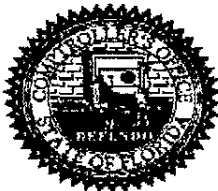
If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
**STATE OF FLORIDA**  
TALLAHASSEE  
32399-0350

October 31, 2002

Ms. Michelle Sanderson, CLA  
GunsterYoakley  
Attorneys at Law  
One Biscayne Tower  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131

Dear Ms. Sanderson:

Re: Bankest Finance, LLC

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager  
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

FAX AUDIT NO.: H02000218733

**ARTICLES OF ORGANIZATION**

**OF**

**BANKEST FINANCE LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I

Name

The name of the limited liability company is **BANKEST FINANCE LLC** (the "Company").

Article II

Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III

Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

Article IV

Initial Registered Office and Agent

The name of the initial registered agent of this Company is Valdes-Fauli Corporate Services, Inc. and the street address of the initial registered office of this Company is at 2 South Biscayne Boulevard, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6040  
Florida Bar No.: 0710430

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Article V  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only as provided in the Regulations and Operating Agreement of the Company.

Article VI  
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

Article VII  
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

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A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII  
Management

This Company shall be managed by four (4) managers appointed by the Members in accordance with the Regulations and Operating Agreement of the Company. The Members may appoint one or more managers as may be provided for in the Regulations and Operating Agreement of the Company. The initial managers and their initial addresses are:

Eduardo Orlansky  
999 Brickell Avenue, Penthouse  
Miami, Florida 33131

R. Peter Stanham  
999 Brickell Avenue, Penthouse  
Miami, Florida 33131

Hector Orlansky  
999 Brickell Avenue, Penthouse  
Miami, Florida 33131

Dominick Parlapiano  
999 Brickell Avenue, Penthouse  
Miami, Florida 33131

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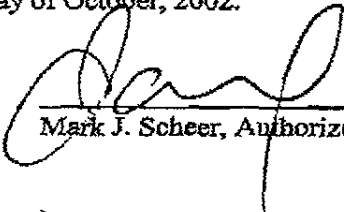
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Article IX  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles the 28<sup>th</sup> day of October, 2002.

  
Mark J. Scheer, Authorized Representative


STATE OF FLORIDA

)  
) SS.:  
)

COUNTY OF MIAMI-DADE

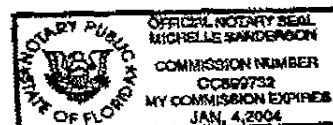
The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 2002 by Mark J. Scheer, who is personally known to me.

[SEAL]

  
Notary Public, State of Florida at Large

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark A. Scheer, President

Dated: October 28, 2002.

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