

L030000006457

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

RECEIVED

03 FEB 21 PM 12:29

DIVISION OF CORPORATION

Office Use Only

Cep



600012553186

02/21/03--01075--011 \*\*155.00

W  
2/21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 21 PM 1:49

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. CM SYSTEMS INTERNATIONAL DISTRIBUTORS, 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 21 PM 1:49

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

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
CM SYSTEMS INTERNATIONAL DISTRIBUTORS, L.L.C.**

**ARTICLE I**

The name of the limited liability company ("Company") is  
**CM SYSTEMS INTERNATIONAL DISTRIBUTORS, L.L.C.**

**ARTICLE II**

The mailing and street address of the Company's principal office is:  
2655 Le Jeune Road, Suite 700, Coral Gables, Florida 33134

**ARTICLE III-DURATION**

The period of duration of the Company is perpetual beginning on the date these  
Articles of Organization are filed by the Florida Department of State

**ARTICLE IV-REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is  
**WILLIAM C. DAVIS III**

The address of Company's registered agent office in Florida is  
2655 Le Jeune Road, Penthouse 2, Coral Gables, Florida 33134

**ARTICLE V-MANAGEMENT**

The company is to be managed by the members.  
The managing members are identified as follows:

**WILLIAM C. DAVIS, III**  
2655 Le Jeune Road, Penthouse 2, Coral Gables, Florida 33134

**INVERFAPE, S.A.**  
2655 Le Jeune Road, Suite 700, Coral Gables, Florida 33134

**MAPET INTERNATIONAL FOUNDATION, Inc.**  
2655 Le Jeune Road, Suite 700, Coral Gables, Florida 33134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 21 PM 1:49

## ARTICLE VI-ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only upon the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## ARTICLE VII-CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to continue the business 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 Company.

## ARTICLE VIII-ADDITIONAL PROVISION

The power to adopt, alter, amend, repeal the regulations of the Company is vested entirely in the managing members listed in Article V.

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the Company are:

WILLIAM C. DAVIS, III/President

Address:  
2655 Le Jeune Road, Penthouse 2  
Coral Gables, Florida 33134

INVERFAPE, S.A.

by: M. MARIO PEREZ/Secretary/Treasurer

Address  
2655 Le Jeune Road, Suite 700  
Coral Gables, Florida 33134

MAPET INTERNATIONAL FOUNDATION, Inc.

by: M. MARIO PEREZ/Vice-President

Address:  
2655 Le Jeune Road, Suite 700  
Coral Gables, Florida 33134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 21 PM 1:49

IN WITNESS WHEREOF, the undersigned organizer have made and subscribed these Articles of Organization at Miami, Florida on this 11th day of the month of February of 2003.

  
\_\_\_\_\_  
WILLIAM C. DAVIS III/President

INVERFAPE, S.A.

By:   
\_\_\_\_\_  
M. MARIO PEREZ as President

MAPET INTERNATIONAL FOUNDATION, Inc.

By:   
\_\_\_\_\_  
M. MARIO PEREZ as President

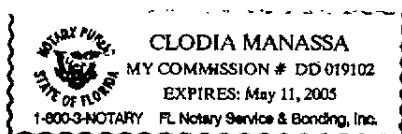
STATE OF FLORIDA                    }  
                                             }  
COUNTY OF MIAMI-DADE        }

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned Notary Public, on this 11th day of the month of February of 2003, by Mr. WILLIAM C. DAVIS III, and MARIO M. PEREZ, who presented documentation for identification purposes, and for the purposes therein described.

☒ Personally known to me  
\_\_\_\_\_  
Type of documentation presented: \_\_\_\_\_  
and \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

(SEAL)



\_\_\_\_\_  
Printed Name of the Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB 21 PM 1:49

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

Pursuant to the provisions of the Florida Statutes Section 608-415 or 608.507, the  
/undersigned Limited Liability Company submits the following statements in designation  
the registered office/registered agent, in the State of Florida:

1. The name of the Limited Liability Company is:  
CM SYSTEM INTERNATIONAL DISTRIBUTORS, L.L.C.
2. The name and address of the registered agent and office is:  
WILLIAM C. DAVIS III  
2655 Le Jeune Road, Penthouse 2  
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the  
above-named 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.

Dated: February 11<sup>th</sup>, 2003

  
\_\_\_\_\_  
WILLIAM C. DAVIS III

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 21 PM 1:49