

**L030000006504**

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**LIMITED LIABILITY COMPANY**

**lamazon partners, llc**

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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 21, 2003

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SUBJECT: LAMAZON PARTNERS, LLC  
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ARTICLES OF ORGANIZATION

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OF

LAMAZON PARTNERS, LLC, a Florida Limited Liability Company

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

The name of this limited liability company is:

LAMAZON PARTNERS, LLC, a Florida Limited Liability Company

ARTICLE ONE  
Nature of business

This limited liability company may engage in any activity permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers which an individual could do and exercise, which now or hereafter may be authorized by law.

ARTICLE TWO  
Duration

The term of the Company shall begin upon the filing of these Articles with the Florida Secretary of State and shall continue in perpetuity, unless sooner terminated pursuant to these Articles.

ARTICLE THREE  
Place of business and registered agent

The principal place of business of this limited liability company shall be 3971 SW 8th Street Suite 305 Miami, Florida 33134 and such other place or place or places as the members from time to time may determine. The mailing address shall be the same as the business address.

The initial registered agent of this limited liability company shall be Mario A. Lamar 3971 SW 8th Street Suite 305 Miami, Florida 33134

ARTICLE FOUR  
Contributions to capital

The initial capital of this limited liability company shall consist of the sum of One Hundred dollars (\$100.00) dollars which will be contributed by the members in the following amounts:

- |    |                  |        |
|----|------------------|--------|
| 1. | MARIO R. LAMAR   | 50.0 % |
| 2. | CARLOS F. BONZON | 50.0%  |

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed.

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Additional capital contribution to equity, in cash or in property, shall be made from time to time pursuant to the needs of this limited liability company as determined by its members.

Additional contributions in the form of loans, whether in cash or in kind, and the terms of these loans, may be made as authorized by the members and upon terms and conditions as agreed upon the members.

The failure to make capital contributions in the capital amount of at the agreed upon due dates shall result in the member in default being dropped and his interest distributed prorata to the remaining member or members.

**ARTICLE FIVE**  
Admission of addition members

The members of this limited liability company are given the right to admit additional members upon terms and conditions set forth in the regulations adopted by the members. This company shall have two members initially. The numbers of member may be increased or decreased from time to time in such manner as may be prescribed by the regulations, but shall never be less than two (2).

**ARTICLE SIX**  
Management of business

Management or conduct of this limited liability company shall be by the members with voting prorata to their interest. The rights and duties of the member shall be set forth in the regulations of this limited liability company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company

The names and addresses of the initial managing members of this limited liability company are:

	NAME	ADDRESS
1.	MARIO R. LAMAR	236 W. 52 St. New York, NY 10019
2.	CARLOS F. BONZON	236 W. 52 St. New York, NY 10019

**ARTICLE SEVEN**  
Regulations

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not insistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the member of this company if decided by majority vote.

**ARTICLE EIGHT**  
Property

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned and conveyance shall be made in the name of this limited liability company. The company's regulations shall make a provision as to who may execute instruments and documents relating to property.

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**ARTICLE NINE**  
**Meeting of members**

Annual meetings of the members shall be held on the first Tuesday of June of each year without call of notice at times and places selected by the members. Special meetings may called by any member in accordance with the requirements set forth in the regulations at any time after the giving of 5 days notice to the other members. Notice of special meeting shall be given by actual notice in person or by telephone to each member. Attendance at meetings constitutes a waiver of notice unless the member protests the lack of notice to him. Minutes shall be kept of all regular and special meetings.

**ARTICLE TEN**  
**Transferability of members' interest**

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE ELEVEN**  
**Profits and losses**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his prorata interest in the company. Losses shall be passed through to each member according to his prorata interest in the company.

**ARTICLE TWELVE**  
**Withdrawal, retirement, death,  
Bankruptcy, or expulsion**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE THIRTEEN**  
**Amendments**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the Florida Department of State.

**ARTICLE FOURTEEN**  
**Acceptance of registered agent**

The undersigned, ^R, having been named as registered agent for this limited liability company, at the place designated in these articles of organization, hereby agrees to act in the capacity of registered agent, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and certifies that it is familiar with the obligations of a registered agent.

**ARTICLE FIFTEEN**  
**Affidavit of Membership and Contributions**


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The undersigned member or authorized representative of a member of LAMAZON PARTNERS, LLC, a Florida Limited Liability Company certifies:

- 1. That the above named limited liability company has at least two members:
- 2. That the total amount of Cash contributed by the member(s) is \$ 100.00
- 3. That there is no property other than cash contributed by members.

  
 \_\_\_\_\_  
 Signature of a member of an authorized  
 representative of a member

  
 \_\_\_\_\_  
 MARIO A. LAMAR

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I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MARIO A. LAMAR to me well known to be the person described in and who executed the foregoing document freely and voluntarily for the purpose therein expressed and has taken an oath and presented his driver's license as identification.

SWORN TO AND SUBSCRIBED before me this 20 day of February, 2003.

  
 \_\_\_\_\_  
 Notary Public State of Florida

My Commission Expires:



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