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RECEIVED
03 FEB 26 PM 12:41
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
CABI GENERAL PARTNER, LLC

03 FEB 26 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF ORGANIZATION
OF

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CABI GENERAL PARTNER, LLC

a Florida limited liability company

1. The name of this limited liability company is CABI GENERAL PARTNER, LLC (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Company or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

4. The name and address of the registered agent of the Company is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146.

5. The Company shall only admit additional members with the unanimous written consent of the Company's members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

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members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by one or more managers. The name and address of the initial managers are as follows:

Abraham Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

Elias Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

Jacobo Cababie
20803 Biscayne Boulevard
Suite 405
Aventura, FL 33180

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8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's operating agreement shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.



Elias Cababie, Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

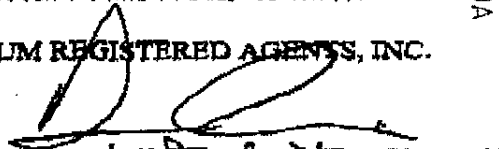
1. The name of the limited liability company is:

CABI GENERAL PARTNER, LLC
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, THE UNDERSIGNED HEREBY ACCEPTS THE
APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY.
THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
ITS DUTIES, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE
DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Title: Vice President
Name: Dennis Gensberg

Date: ~~December~~ February 25, 2003

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