

# LO3 000007088

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## LIMITED LIABILITY COMPANY

CABI HOLDINGS II, LLC

|                       |          |
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**ARTICLES OF ORGANIZATION OF**

**CABI HOLDINGS II, LLC**

(a Florida Limited Liability Company)

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be CABI HOLDINGS II, LLC (the "Company").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 20803 Biscayne Boulevard Suite 405 Aventura, FL 33180, and such other place or places as the member from time to time may determine. The mailing address of the Company is 20803 Biscayne Boulevard Suite 405 Aventura, FL 33180.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent and office is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

**ARTICLE IV**  
**MANAGEMENT**

This Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. 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

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Jacobo Cababie  
20803 Biscayne Boulevard  
Suite 405  
Aventura, FL 33180

ARTICLE V  
PURPOSE AND POWERS

The Company is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida. The Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.


ARTICLE VI  
INDEMNIFICATION

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 his/her legal representative may be made a party or may be threatened to be made a party, by reason of his/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.

ARTICLE VII  
AMENDMENTS

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.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 24<sup>th</sup> day of February 2003, effective upon filing same with the Florida Department of State.

  
\_\_\_\_\_  
Elias Cababie, Manager

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