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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

torres & vadillo ventures, l.l.c.

Certificate of Status	0
Certified Copy	1
Page Count	05
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RECEIVED

03 MAR 11 PM 1:13

DIVISION OF CORPORATION

TALLAHASSEE, FLA

03 MAR 11 AM 8:53

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ARTICLES OF ORGANIZATION
OF
Torres & Vadillo Ventures, L.L.C.

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

Article I
Name

The name of the limited liability company is Torres & Vadillo Ventures, L.L.C.

Article II
Nature of the Business and Mailing Address

The 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:

Attn: Victor / Manny
11402 NW 41st Street
Suite 202
Miami, FL 33178

Article III
Duration

The 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.

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Article IV
Management

(a). Number. This Company shall initially be managed by (2) managers. The number of managers may be increased or diminished from time to time by the Members. The managers hereby appointed by the Members shall serve until the first annual meeting of the Members, or until her successor(s) is elected and qualify.

(b). Initial Managers. The name and street address of the initial manager of the Company is:

<u>Names</u>	<u>Street Address</u>
Victor Torres	11402 NW 41 st Street Suite 204 Miami, Fl 33178
Manuel J. Vadillo	11402 NW 41 st Street Suite 202 Miami, Fl 33178

Article VI
Continuation of Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued Membership of a Member in this Company. The Company shall terminate upon consent of all Members or as otherwise provided in accordance with the terms of the Company's Regulations.

Article VII
Initial Registered Office and Agent


The name and street address of the initial registered agent is:

Manuel J. Vadillo, Esq.
11402 NW 41st Street
Suite 202
Miami, FL 33178

Article IX
Amendment

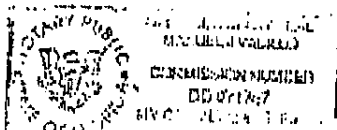
This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

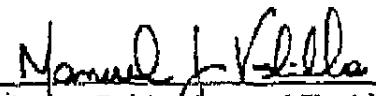
IN WITNESS WHEREOF, the undersigned authorized representative of the Members has executed these Articles the 5th day of March 2003.


Victor A. Torres
Representative

STATE OF FLORIDA |
 | SS:
COUNTY OF DADE |

The foregoing instrument was acknowledged before me this 5th day of March 2003 by Ricardo A. Souki, who has produced as identification _____ or is personally known to me.




Notary Public, State of Florida at large

TOTAL P.05

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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.

Manuel J. Valillo

Manuel J. Valillo, Esq.

Dated: 3/6/03

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