

MAR-21-2003 12:15 FROM:

TO: Department of State P.001/006

Division of Corporations

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**L030000010296**

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

From:

Account Name : MANUEL ALONSO-POCH, P.A.  
Account Number : I19990000228  
Phone : (305) 448-4053  
Fax Number : (305) 443-0903

**LIMITED LIABILITY COMPANY**

**Family Rest Management, LLC.**

Certificate of Status	0
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Page Count	04
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**ARTICLES OF ORGANIZATION  
OF  
FAMILY REST MANAGEMENT, LLC.  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**

Name

The name of this limited liability company shall be: FAMILY REST MANAGEMENT, LLC.

**ARTICLE II**

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

**ARTICLE III**

Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

**ARTICLE IV**

Address

The address of the Principal Office of this limited liability company shall be: 182 West 9<sup>th</sup>. Street Hialeah, Florida 33010.

The Street Address: of this limited liability company shall be: 182 West 9<sup>th</sup>. Street Hialeah, Florida 33010.

**ARTICLE V**

Registered Agent

The name and address of the initial registered agent of this limited liability company shall be: Gabriel A. Delgado, 182 West 9<sup>th</sup>. Street Hialeah, Florida 33010.

**ARTICLE VI**

Contributions

The amount of cash and the description and agreed value of the other property contributed by the members to the capital of this limited liability company are:

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Gabriel A. Delgado.....\$5,000.00  
 Aida Salazar-Rebull.....\$5,000.00  
 Total Contributions to Capital:..... \$10,000.00

**ARTICLE VII**  
Additional Contributions

The members shall make additional capital contributions at such times and in amounts as may from time to time be agreed upon by the consent of not less than one percent (51%) of the ownership in this company.

**ARTICLE VIII**  
Additional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

**ARTICLE IX**  
Continuation of the Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

**ARTICLE X**  
Managers

This limited liability company shall initially have at least two managers. Management of this limited liability company shall be vested in its manager(s) provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than one (1) of its managers. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The manager(s) need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The name(s) and address(es) of the first manager(s) to serve the first annual meeting of members or until their successors are elected and qualify are:

Name:	Address:
Gabriel A. Delgado	182 West 9 <sup>th</sup> . Street Hialeah, Florida 33010.
Aida Salazar-Rebull	182 West 9 <sup>th</sup> . Street Hialeah, Florida 33010.

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A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing manager(s) of the company.

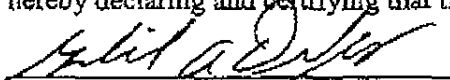
### ARTICLE XI Regulations of the Company

The power to adopt, alter, amend, or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding no less than fifty-one percent (51%) of the ownership interests in the company.

### ARTICLE XII Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscribers of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribed, acknowledge, and the file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

  
Gabriel A. Delgado

STATE OF FLORIDA                   )  
  )SS:  
COUNTY OF MIAMI-DADE        )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, appeared Gabriel A. Delgado, (✓) who is personally known to me or ( ) who produced \_\_\_\_\_ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 19 day of March, 2003.

My commission expires:



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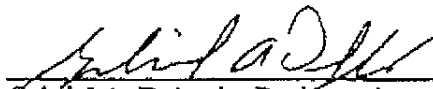
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TO: Department of State P.006/006 \_\_\_\_\_

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**ACCEPTANCE OF APPOINTMENT BY  
REGISTERED AGENT OF**

Having been named as the Registered Agent for Family Rest management LLC, I hereby agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Gabriel A. Delgado, Resident Agent  
182 West 9<sup>th</sup>. Street Hialeah, Florida 33010.

Date: 3/19/03

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