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## LIMITED LIABILITY AMENDMENT

MGSM INVESTMENTS LLC.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
MGSM INVESTMENTS LLC**

**FIRST:** The date of filing of the Articles of Organization of **MGSM INVESTMENTS LLC** was March 31, 2003.

**SECOND:** The following amendments to the Articles of Organization were adopted by the limited liability company:

- Article IV is amended by deleting the original Article IV in its entirety.
- The following additional Articles were adopted:

**ARTICLE IV  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is engaged in.

Manuel E. Cabeza, Esquire (Fla. Bar No. 371165)  
Cabeza & Associates, P.A.  
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company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE V  
DURATION**

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

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**ARTICLE VI**  
CONTINUATION AFTER INVOLUNTARY TERMINATION

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event causing the involuntary dissolution of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company unanimously elect to continue the business of the Limited Liability Company.

**ARTICLE VII**  
MEMBERS

The Limited Liability Company shall have one or more members (the "Members"). The name and address of the initial Members are:

**Alex O. Roca MD and Sandy Roca, his wife**  
**1130 Lugo Avenue**  
**Coral Gables, Florida 33156**

**Miguel A. Roca and Elba E. Roca, his wife**  
**1130 Lugo Avenue**  
**Coral Gables, Florida 33156**

**ARTICLE VIII**  
MEMBERSHIP RESTRICTIONS

Additional Members may be admitted to the Limited Liability Company only upon the unanimous consent of all existing Members of the Limited Liability Company. Contributions required of new Members shall be determined as of their time of admission to the Limited Liability Company. A Member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Limited Liability Company, and may not be sold or otherwise transferred except with the unanimous written consent of all existing Members.

**ARTICLE IX**  
MANAGEMENT

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed by one or more Managers.

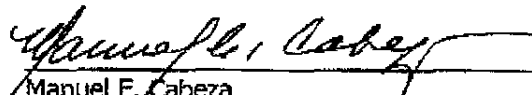
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Accordingly, the Company is a Manager-managed limited liability company. The name and address of the initial MANAGER is **Sandy Roca, 1130 Lugo Avenue, Coral Gables, Florida 33156.**

Dated this 17<sup>th</sup> day of April 2003

  
Manuel E. Cabeza  
Members' Authorized Representative

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