

**L0300 0015375**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H03000145376 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : JORGE GAVIRIA  
Account Number : I20000000245  
Phone : (305) 666-8844  
Fax Number : (305) 667-7004

RECEIVED  
03 APR 30 AM 7:50  
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY  
FX PROPERTY HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

APPROVED  
AND  
FILED  
03 APR 30 AM 8:53  
DIVISION OF STATE  
CORPORATIONS

4-30-03

04/29/2003 19:09 305-667-7004  
Division of Corporations

GAVIRIA

PAGE 02/07

Page 2 of 2

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

APPROVED  
AND  
FILED

03 APR 30 AM 8:53

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

Audit No. H030001453767

**ARTICLES OF ORGANIZATION  
OF  
FX PROPERTY HOLDINGS, LLC.**

The undersigned, for purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I- NAME**

The name of the limited liability company shall be FX PROPERTY HOLDINGS, LLC. The principal place of business of the Company in Florida shall be:

18494 S. DIXIE HWY. MIAMI, FLORIDA 33157

The mailing address shall be:

18494 S. DIXIE HWY. MIAMI, FLORIDA 33157

**ARTICLE II- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is:

03 APR 30 AM 8:53  
SECRETARY OF STATE  
ALL/ASSET, LIT/RTA

NOTED  
FILED

Audit No. H030001453767

JORGE GAVIRIA  
9769 S. DIXIE HWY. SUITE 101  
MIAMI, FLORIDA 33156

#### ARTICLE V- CAPITAL CONTRIBUTIONS

The members (listed herein below) of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

FRANK X. DEPALO	To be determined
Sander L. Cohen and Maria T. Cohen	\$105,000.00

#### ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to Company only upon the majority consent of the members.

#### ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the majority written consent of all members of the Company and upon such terms and conditions as shall be determined by the said majority of members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the majority of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. Furthermore, the members interest is subject to a shareholder agreement and certain restrictions therein.

Voting rights shall be subject to the members compliance with the demanded contributions. In the event that a member fails to

APPROVED  
AND  
FILED  
03 APR 30 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No. H030001453767

tender the amount due as determined by the majority, said member's voting rights shall cease until said member satisfies his obligation therein.

#### ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

#### ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is FRANK X. DEPALO 13394 SW 128 ST., MIAMI, FLORIDA 33186.

#### ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this April 25, 2003.

  
FRANK X. DEPALO

03 APR 30 PM 8:53

AFFIDAVIT  
AND  
FILED

Audit No. H030001453767

Before me personally appeared, FRANK X. DEPALO to me well known to be the organizers of the above limited liability company, who produced his drivers license and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this April 25, 2003.



Notary

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

Under the provisions of F.S. 608.414 or 608.507,  
**FX PROPERTY HOLDINGS, LLC.**

submits the following statement to designate a registered office  
and registered agent in the state of Florida:

1. The name of the limited liability company is  
**FX PROPERTY HOLDINGS, LLC.**
2. The name and street address of the registered agent in  
Florida is:

JORGE GAVIRIA  
9769 S. DIXIE HWY  
SUITE 101  
MIAMI, FLORIDA 33156

The undersigned, being the person named in the articles of organization of **FX PROPERTY HOLDINGS, LLC.**, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the

03 APR 30 AM 8:53  
CLERK OF DISTRICT COURT  
JANUARY 13/04  
TALLAHASSEE FLORIDA

APPROVED  
AND  
FILED

Audit No. H03000145376 7

appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
JORGE GAVIRIA

APPROVED  
AND  
FILED

03 APR 30 AM 8:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA