

L03000016377

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TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AVISPA SCOOTERS USA, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 30, 2003

LAZARUS

SUBJECT: AVISPA SCOOTERS USA, L.L.C.
Ref. Number: W03000012348

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for AVISPA SCOOTERS USA, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 103A00026315

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Paul I. Scherman, P.A.
935 N.W. 164th Avenue
Pembroke Pines, FL 33028
Tel. 954-431-5196
Cell 305-803-6302

April 28, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Avispa Scooters USA, LLC

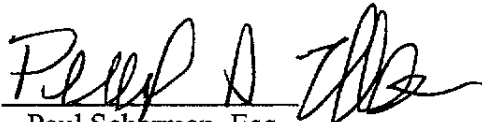
Enclosed is an original and one copy of the articles of organization and a check for:

\$155.00 Certified copy and Registered Agent Designation.

Thank you in advance for your anticipated cooperation. In the event you have any questions, please do not hesitate to contact me.

Very truly yours,

Paul Scherman, P.A.

By: 
Paul Scherman, Esq.

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**ARTICLES OF ORGANIZATION
OF
AVISPA SCOOTERS USA, L.L.C.**

The undersigned, for the 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 Avispa Scooters USA, L.L.C. (“company”).

ARTICLE II – ADDRESS

The principal office address for the company is 848 Brickell Avenue, 4th Floor, Miami, FL 33131. The mailing address for the company is P.O. Box 310999, Miami, 33132.

ARTICLE III – 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 be perpetual.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Nelson Echevarria, 848 Brickell Avenue, 4th Floor, Miami, FL 33131.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit “A.”

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the

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company and on the terms and conditions as shall be determined by all the 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 members unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

The company shall be managed by the members 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 names and addresses of the members of the company are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|---|
| <u>Nelson Echevarria</u> | <u>5910 West Third Lane, Hialeah, FL 33140</u> |
| <u>Andy Echevarria</u> | <u>125 East 37th Street, Hialeah, FL 33013</u> |
| <u>Herman Echavarria</u> | <u>5055 Collins Ave., Miami Beach, FL 33140</u> |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on 4/29/03.



Nelson Echevarria



Andy Echevarria



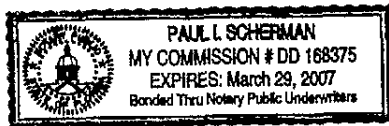
Herman Echevarria

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Sworn to and subscribed before me on 4/29/03, by Nelson Echevarria, Andy Echevarria, and Herman Echevarria, all of whom are personally known to me/produced identification.

Type of identification produced: Florida Drivers Licenses


Paul I. Scherman
Notary Public, State of Florida



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**NOTICE OF ACCEPTANCE OF
REGISTERED AGENT FOR
AVISPA SCOOTERS USA, L.L.C.**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

 VP.
Nelson Echevarria, Registered Agent
5910 West Third Lane, Hialeah, FL 33012

Dated: 4/29/03

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