

FROM : TAXISART INC JIM SIERRA ASSOC PHONE NO: 305 271 4422

Jul 23 2003 11:24 AM

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Name : JIM SIERRA & ASSOCIATES  
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Phone : (305) 271-7310  
Fax Number : (305) 271-4422

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**P & P INTERNATIONAL CONTRACTORS, L.L.C.**

Certificate of Status	0
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**603-27532**  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2003

JIM SIERRA & ASSOCIATES

SUBJECT: P & P INTERNATIONAL CONTRACTORS, L.L.C.  
REF: W03000021166

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tammi Cline  
Document Specialist

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Letter Number: 703A00043469

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## **ARTICLES OF ORGANIZATION OF**

### **P & P INTERNATIONAL CONTRACTORS, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608-Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### **ARTICLE I** **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **P & P INTERNATIONAL CONTRACTORS, L.L.C.**, and its principal office and mailing address shall be located at 14940 SW 166<sup>th</sup> ST Miami, FL 33187 County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### **ARTICLE II** **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.

*Prepared By:*  
*Jim Sierra & Associates*  
*5550 SW 87<sup>th</sup> Ave.*  
*Miami, FL 33165*  
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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 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.

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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 III** **EXERCISE OF POWERS**

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 under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV** **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose name and addresses are as follows:

Names and addresses:

Omar Alberto Pirela Villalobos, Director, 14940 SW 166<sup>th</sup> ST  
Miami, FL 33187

Hector Luis Perozo Maldonado, Director, 14940 SW 166<sup>th</sup> ST  
Miami, FL 33187

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**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$ 50.00 cash shall be paid to the limited liability company by Omar Alberto Pirela Villalobos and \$ 50.00 cash shall be paid to the limited liability company by Hector Luis Perozo Maldonado. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. In the event there is more than one member in the future, members will make contributions in equal shares.

**ARTICLE VII**  
**PROFIT AND LOSSES**

- (a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of the conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

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(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**DURATION**

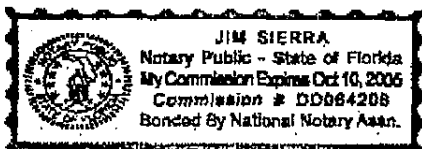
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is: 14940 SW 166<sup>th</sup> ST, Miami, FL 33187, County of Miami-Dade, and the name of the company's initial registered agent at that address is: Agico Leon.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of: **P & P INTERNATIONAL CONTRACTORS, L.L.C.**

Executed by the undersigned at: 5550 SW 87<sup>th</sup> Avenue, Miami, FL 33165, July 25<sup>th</sup>, 2003.



  
Jim Sierra, authorized representative

Prepared By:  
Jim Sierra & Associates  
5550 SW 87<sup>th</sup> Ave.  
Miami, FL 33165  
(305) 271-7310  
(305) 271-4422 (Fax)

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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422

Jul. 28 2003 11:15AM PB

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: P & P INTERNATIONAL CONTRACTORS, L.L.C.

WITH ITS PLACE OF BUSINESS AT: 14940 SW 166<sup>th</sup> ST MIAMI FL 33187

HAS NAMED AGICO LEON  
(Name of registered Agent)

LOCATED AT 14940 SW 166<sup>th</sup> ST MIAMI FL 33187  
(PO Box address ARE NOT acceptable)

CITY OF MIAMI STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE \_\_\_\_\_

  
OMAR ALBERTO PIRELA VILLALOBOS

TITLE: President

DATE: July 25<sup>th</sup>, 2003

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_

  
(Registered Agent) AGICO LEON

DATE: July 25<sup>th</sup>, 2003

Prepared by:  
JIM SIERRA & ASSOCIATES  
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