

**L0300000302910**

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**LIMITED LIABILITY COMPANY**

cer investments, llc

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION FOR  
CER INVESTMENTS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is:  
CER INVESTMENTS, LLC

ARTICLE II - ADDRESS:

The mailing address and street of the principal office of the  
Limited Liability Company is:  
2601 South Bayshore Drive, Suite 235  
Miami, Florida 33133

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be  
perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager, or  
managers until the first annual meeting of the members or until  
their names are elected and qualify and the name(s) and  
Address(es) of such manager(s) who is/are:

EDUARDO VELAZCO                      2601 South Bayshore Drive, Suite 235  
Miami, Florida 33133

This Instrument Prepared By:      Alvaro Castillo B., Esq.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar No. 611751

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APPROVED  
AND  
FILED  
03 AUG 16 PM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

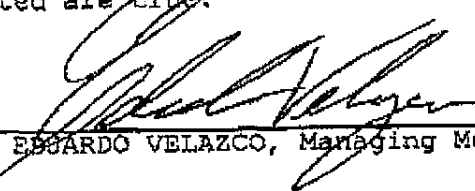
**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be by (i) unanimous resolution and consent of the remaining members under the same terms and conditions as set forth from time to time by the remaining members and by (ii) filing a supplemental affidavit of capital contributions with Department of State, State of Florida setting forth the actual contributions of all members.

**ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two members or in the event the remaining members do not reach a unanimous resolution with the determination of a membership of a member within 15 days from said termination, the limited liability company shall be dissolved.

The UNDERSIGNED Member or Authorized Representative, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By:   
EDUARDO VELAZCO, Managing Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF  
REGISTER AGENT/REGISTER OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTER  
AGENT, THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CER INVESTMENTS, LLC

2. The name and address of the registered agent and office is:

ALVARO CASTILLO B., P.A.  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131

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AND  
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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 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  
REGISTER AGENT.

SIGNATURE

DATE

8-14-01

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