

# L03000030751

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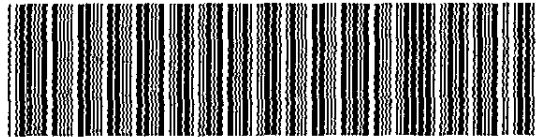
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03 AUG 18 10:48:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article XII Can't  
Affidavit at man

L03000030752

**TRANSMITTAL LETTER**

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

SUBJECT: CARIBBEAN TRADING & INVESTMENTS, L.L.C.  
(Proposed limited liability company name - must include suffix)

**Florida Limited Liability Company**

Filing fee for articles of organization of Florida Limited Liability Company:  
(Make checks payable to Department of State)

\$ 100.00 Filing Fee for Articles of Organization and Affidavit  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy of Records (optional)  
\$ 5.00 Certificate of Status (optional)

☐ \$125.00  
Filing Fee &  
Registered Agent  
Designation

☐ \$130.00  
Filing Fee,  
Registered Agent  
Designation &  
Certificate

☐ \$155.00  
Filing Fee,  
Registered Agent  
Designation &  
Certified Copy

☐ \$160.00  
Filing Fee, Registered  
Agent Designation,  
Certified Copy &  
Certificate

FROM: CASWALL A. HART, ESQ

13899 BISCAYNE BLVD., SUITE 314

MIAMI, FLORIDA 33181

PHONE: 305-702-6360

FILED  
03 AUG 18 AM 8:00  
SECRET  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 22, 2003

CASWALL A. HART, ESQ.  
13899 BISCAYNE BLVD., SUITE 314  
MIAMI, FL 33181

SUBJECT: CARIBBEAN TRADING & INVESTMENTS, L.L.C.  
Ref. Number: W03000020782

We have received your document for CARIBBEAN TRADING & INVESTMENTS, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can not accept Articles XII being entitled Affidavit of Membership and Contributions. It can be entitled Membership and Contributions but not Affidavit.

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.

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) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 703A00042665

## **ARTICLES OF ORGANIZATION**

### **OF**

### **CARIBBEAN TRADING & INVESTMENTS, L.L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, hereby establishes the following:

#### **ARTICLE I - NAME**

The name of the limited liability company is:

**CARIBBEAN TRADING, & INVESTMENTS, L.L.C.**

#### **ARTICLE II - DURATION**

The duration of the limited liability company is 50 years.

#### **ARTICLE III - PURPOSE**

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

#### **ARTICLE IV - PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the limited liability company shall be in St. Kitts, West Indies at:

c/o JACK SPENCER  
SPRAT NET BAR & GRILL  
MAIN STREET, OLD ROAD  
ST. KITTS, WEST INDIES

#### **ARTICLE V - REGISTERED AGENT AND STREET ADDRESS**

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

CASWALL A. HART, ESQ.  
CASZIE HART, P.A.  
13899 BISCAYNE BLVD., SUITE 314  
MIAMI, FLORIDA 33181

#### **ARTICLE VI - INITIAL MEMBERSHIP**

The names of the initial members of the limited liability company and their addresses are as follows:

G. ROGER ROSKRUGE  
c/o CASZIE HART, P.A.  
13899 BISCAYNE BLVD., SUITE 314  
MIAMI, FLORIDA 33181

FILED  
MAY 18 AM 8:00  
03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

#### **ARTICLE VIII - CAPITALIZATION**

The Members' capital contribution will be set forth in a private confidential financial statement, which, when executed, shall be included by reference and become an integral part of these Articles.

#### **ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS**

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding the same.

#### **ARTICLE X - CONTINUITY**

The remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

#### **ARTICLE XI - MANAGEMENT**

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managing Partner according to the provisions of the operating agreement entered into between the Managing Partner and Members of the limited liability company. The name and address of the initial Managing Partner of the Company is:

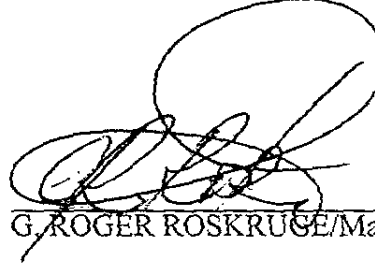
G. ROGER ROSKRUGE  
LAW OFFICES OF CASZIE HART, P.A.  
13899 BISCAYNE BLVD., SUITE 314  
MIAMI, FLORIDA 33181

#### **ARTICLE XII - MEMBERSHIP AND CONTRIBUTION**

The undersigned member or authorized representative of a member of CARIBBEAN TRADING & TRADING, L.L.C. states that the above limited liability company has at least one member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with § 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury that the facts stated herein are true.

Dated this 25th day of July, 2003.



G. ROGER ROSKRUG/Managing Partner

FILED  
03 AUG 18 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Print Name: G. Roger Roskrug

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

CARIBBEAN TRADING & INVESTMENTS, L.L.C.

2. The name and street address of the registered agent are:

CASWALL A. HART, ESQ.  
LAW OFFICES OF CASZIE HART, P.A.  
13899 BISCAYNE BLVD., SUITE 314  
MIAMI, FLORIDA 33181

**ACKNOWLEDGEMENT:**

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.

Dated this 25th day of July, 1999.

  
CASWALL A. HART