

L040000010094

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.

(((H040000026558 3)))

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 : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 373-7718

RECEIVED  
04 FEB -5 PM 3:49  
DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

## SIMON SEZ CHARTERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

04 FEB -5 PM 9:08  
SECRETARY OF  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

JP  
2-6-04

02/04/2004 16:08 3055630145  
02/04/2004 16:47 3055778202  
02/04/2004 13:23 3055630148

BLANCK PERRY  
PREMIER SOLUTIONS  
BLANCK PERRY

PAGE 04/08  
PAGE 02/06  
PAGE 02/06

H04-26558

**ARTICLES OF ORGANIZATION**  
**OF**  
**SIMON SEZ CHARTERS, LLC**

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, 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 SIMON SEZ CHARTERS, LLC, and its initial principal office and mailing address shall be located at 1421 N. Venetian Way, Miami, FL 33139, 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.  
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

RECEIVED  
FILED  
04 FEB -5 AM 9:08

APPROVED  
AND  
FILED

H04-26558

02/04/2004 16:08 3056630145  
02/04/2004 15:47 3055770202  
02/04/2004 13:28 3056630145

BLANCK PERRY  
PREMIER SOLUTIONS  
BLANCK PERRY

PAGE 05/08  
PAGE 03/06  
PAGE 03/06

HOA-26558

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.

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.

HOA-26558

04 FEB -5 AM 9:03  
CLOSED FOR  
ALL WORK

APPROVAL  
AND  
FILE

02/04/2004 16:08 3055530146  
02/04/2004 15:47 3055778202  
02/04/2004 13:23 3055530146

BLANCK PERRY  
PREMIER SOLUTIONS  
BLANCK PERRY

PAGE 05/08  
PAGE 04/06  
PAGE 04/06

H04-26558

#### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows: JORGE HANE, 1421 N. Venetian Way, Miami, FL 33139. The duly elected and qualified manager shall be indemnified by the company to the full extent of the law.

#### 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 all members. On the death, retirement, resignation, 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

Initial capital contributions in the amount of \$1,000.00 each shall be paid to the limited liability company by each members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII PROFITS 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 conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified in equal shares. The distributive share of the profits shall be determined and paid to the members on a yearly basis or as otherwise agreed to by a unanimous vote of the members.
- (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.

H04-26558

04 FEB - E 9:08  
FILED  
AND  
APPROVED  
SECRETARY  
TALLAHASSEE, FLORIDA

02/04/2004 16:08 3055630145  
02/04/2004 15:47 3055778222  
02/04/2004 13:23 3055830145

BLANCK PERRY  
PREMIER SOLUTIONS  
BLANCK PERRY

PAGE 07/08  
PAGE 05/06  
PAGE 05/06

HOA-26558

#### ARTICLE VIII DURATION

This limited liability company shall have perpetual existence, or 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 address of the initial registered office of the limited liability company is Blanck & Perry, P.A., 5730 SW 74 Street, Suite 700, Miami, Florida 33143, and the name of the company's initial registered agent at that address is James H. Perry, II, Esquire, at Blanck & Perry, P.A., 5730 SW 74 Street, Suite 700, Miami, Florida 33143.

The undersigned, being the original member(s) of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SIMON SEZ CHARTERS, LLC.

#### ARTICLE X ACCEPTANCE OF REGISTERED AGENT

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.

  
James H. Perry, II, Esquire  
Registered Agent

04 FEB - 5 4 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
AND  
FILED

HOA-26558

02/04/2004 16:08 3056630146  
02/04/2004 10:47 3055778282  
02/04/2004 13:23 3056630146

BLANCK PERRY  
PREMIER SOLUTIONS  
BLANCK PERRY

PAGE 08/08  
PAGE 05/06  
PAGE 05/06

HOA-26558

Executed by the undersigned at Miami, Miami-Dade County, Florida, on this 4 day of February, 2004.

As to Membership

By:

Jorge Hana, Manager

APPROVED  
AND  
FILED

04 FEB -5 AM 9:08

SECRETARY OF CIVIL  
TALLAHASSEE, FLORIDA

HOA-26558