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## TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: CUMEXI Foods, L. L. C.  
(Name of Corporation)

DOCUMENT NUMBER: L04000015371

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicolás J. Gutiérrez, Jr., Esq.  
(Name of Person)  
Borgognoni & Gutiérrez, LLP  
(Name of Firm/Company)  
2665 S. Bayshore Dr., Ste. 200  
(Address)  
Miami, FL 33133  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Nicolás J. Gutiérrez, Jr., Esq. (Name of Person) 305 (Area Code & Daytime Telephone Number) 285-0800 (x105)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certified Copy

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 22, 2004

NICOLAS J. GUTIERREZ, JR., ESQ.  
BORGOGNONI & GUTIERREZ, LLP  
2665 S. BAYSHORE DR., STE. 200  
MIAMI, FL 33133

SUBJECT: CUMEXI FOOD, L.L.C.  
Ref. Number: L04000015371

We have received your document for CUMEXI FOOD, L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted was for a corporation, but your entity is a limited liability company. Enclosed is the proper form for your LLC.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 704A00018727

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DIVISION OF CORPORATIONS  
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**ARTICLES OF CORRECTION  
FOR  
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted **within the required 30 business days** to correct the **attached** articles of organization or application to transact business in Florida.

**FIRST:** The name of the limited liability company is:  
CUMEXTI FOODS, L.L.C.

**SECOND:** The articles of organization or the application to transact business

**CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT**

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

In its name "Food" should be changed to  
"FOODS"

**OR**

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction is as follows:

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Dated: \_\_\_\_\_  
Nicolás J. Gutiérrez, Jr.  
Signature of a member or authorized representative of a member  
NICOLÁS J. GUTIERREZ, JR.  
Typed or printed name of signee

Filing Fee: \$25.00  
Certified Copy: \$30.00 (optional)

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**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of the Limited Liability Company is:

CUMEXI Foods, L.L.C.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

9054 N.W. 164<sup>TH</sup> Street  
Miami Lakes, Florida 33018

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Nicolás J. Gutiérrez, Jr., Esq.  
2665 South Bayshore Drive  
Suite 200  
Miami, Florida 33133

**ARTICLE IV  
PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

**ARTICLE V  
DURATION**

The Limited Liability Company shall exist perpetually unless dissolved according to law.

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## **ARTICLE VI** **MANAGEMENT**

The Limited Liability Company is to be managed by two (2) or more Managers. The names and addresses of the initial Managers are:

Mr. Jesús M. González  
9054 N.W. 164<sup>th</sup> Street  
Miami Lakes, Florida 33018

Rodolfo Linares, Esq.  
370 Minorca Avenue  
Coral Gables, Florida 33134

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

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

## **ARTICLE VIII** **MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

## **ARTICLE IX** **INDEMNIFICATION**

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a

presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

  
Nicolás J. Gutiérrez, Jr., Esq.  
Authorized Representative

TOTAL P.05

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
CUMEXI FOODS, L.L.C.**

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/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:


CUMEXI Foods, L.L.C.

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

Nicolás J. Gutiérrez, Jr., Esq.  
2665 South Bayshore Drive  
Suite 200  
Miami, Florida 33133

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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 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.

  
Nicolás J. Gutiérrez, Jr., Esq.  
Registered Agent

Date: February 20<sup>TH</sup>, 2004

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