

FEB-27-2004 PM 04:30 ADORNO YOSS

FAX NO 0508477

Division of Corporations

P. 01

Page 1 of 1

**L040000015989**

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.**

(((H04000043426 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 : ADORNO & YOSS, PA  
Account Number : 072100000120  
Phone : (305) 860-7098  
Fax Number : (305) 858-4777

04 FEB 27 AM 9:59  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**LIMITED LIABILITY COMPANY**

Trust Management Group, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

04 FEB 30 AM 7:58  
RECEIVED  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

**3-1-04**

**ARTICLES OF ORGANIZATION  
OF  
TRUST MANAGEMENT GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is Trust Management Group, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 3040 Virginia Street, Miami, Florida 33133, Attention: Dennis Nieves.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Carlos A. Mas, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. MEMBERS**

The Company may have one or more members. The names and address of the sole, initial member is: Dennis Nieves, 3040 Virginia Street, Miami, Florida 33133.

**ARTICLE VI. PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

**ARTICLE VII. RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no

06 FEB 27 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

#### ARTICLE VIII. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

#### ARTICLE IX. AMENDMENT

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 27<sup>th</sup> day of February, 2004.

  
Carlos A. Mas  
Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Trust Management Group, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By:   
Carlos A. Mas

Dated: February 27, 2004

04 FEB 27 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED