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

LIMITED LIABILITY COMPANY

educacom of america llc

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ARTICLES OF ORGANIZATION
of
EDUCACOM OF AMERICA LLC
(FEBRUARY 11/2004)

THE UNDERSIGNED HEREBY CERTIFIES that the members listed in Article 05 hereinunder have associated themselves for the purpose of constituting a limited liability company (hereinafter "COMPANY") under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of the said COMPANY.

1.0.0. ARTICLE 01
(Name)
The name of the COMPANY shall be **EDUCACOM OF AMERICA LLC**

2.0.0. ARTICLE 02
(Domicile)

2.1.0. The principle place of the COMPANY shall be the City of Miami, County of Miami-Dade, State of Florida, United States of America.

2.2.0. Furthermore, the COMPANY shall have the power and authority to establish branch offices and subsidiaries at such place or places as it may decide at the appropriate time.

2.1.1. The present principal office and mailing address of the COMPANY shall be:
155 South Miami Avenue
Suite 1111-B
Miami, Florida 33130
United States of America

3.0.0. ARTICLE 03
(Purposes and Powers)

3.1.0. The general nature of the business or businesses to be transacted and which the COMPANY is authorized to transact, and the powers of the COMPANY, shall be as follows:

3.1.1. To engage in any activity or business authorized under the Florida Statutes;

3.1.2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do;

3.1.3. To enter into and make all necessary contracts for its business with any natural or juristic person or otherwise entity, domestic or foreign, including domestic or foreign state, government, governmental authority or political or administrative subdivision or department thereof, and to perform, carry out

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	modify, assign, cancel and/or rescind any of such contracts:
3.1.4.	To exercise all or any of the COMPANY's powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any natural or juristic person or otherwise entity, and perform any service under contract or otherwise for any natural or juristic person or otherwise entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit;
3.1.5.	To do everything necessary, proper, advisable or convenient for the accomplishment of any of the said purposes or the attainment of any of the said objects or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or emanating from or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
3.2.0.	The several Sub-Articles contained in the present Article shall be construed as both purposes and powers of the COMPANY, and statements contained in this Article, except as otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other Article. They shall be regarded as independent purposes and powers.
3.3.0.	Nothing herein shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the COMPANY to carry on any business, exercise any power, or do any act which a limited liability COMPANY may do, under the laws of the State of Florida, lawfully carry on, exercise, or do.
3.4.0.	The aforesaid Sub-Articles 3.1.0., 3.2.0. and 3.3.0. shall apply by analogy to any and all branches and subsidiary of the COMPANY, inside and outside Florida, however under the explicit condition of being subject to the laws of the corresponding jurisdiction to which a branch or subsidiary is subject.
4.0.0.	ARTICLE 04 (Duration)
4.1.0.	The COMPANY shall exist until thirty (30) years from the date of filing the present Articles of Organization with the State Department of State, unless it is dissolved prior to the end of such term in a manner provided by law or per resolution of the Members.
5.0.0.	ARTICLE 05 (Members)
5.1.0.	The COMPANY shall have one or more Members.
5.2.0.	Any natural or juristic person or otherwise entity shall be entitled to be or to become a Member of the COMPANY.
5.3.0.	Existing Members shall have the right to admit new Members in accordance

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	with Articles 6.1.0., 6.2.0. and 6.3.0. hereinafter. Contributions required of new Members shall be determined as of the time of admission to the COMPANY.
5.4.0.	A Member's interest in the COMPANY may not be sold or otherwise transferred except with a written consent of the majority of the Members.
5.5.0.	Each existing Member shall have a preemption right on the purchase of another Member's interest in the COMPANY with a period of grace for acceptance of 10 days whereby the right of first refusal shall be given in the first instance to the Member with the greatest interest (and in case of equal interest, in alphabetic order).
5.6.0.	The founding Members of the COMPANY are:
5.6.1.	FIT AMERICAN INVESTMENT AND ADMINISTRATION LLC 155 South Miami Avenue, Suite 1111 Miami, Florida 33130 with an interest in the COMPANY of 90 (ninety) percent
5.6.2.	FIRST INTERTRUST CONSULT LTD. The Chambers George Patterson Street Grenville, St. Andrews Grenada / West Indies with an interest in the COMPANY of 10 (ten) percent
6.0.0.	ARTICLE 06 (Members' Resolutions and Voting)
6.1.0.	Members' resolutions are mandatorily required on the following:
6.1.1.	approval of the annual financial statements and use of results;
6.1.2.	calls for payment of capital contribution;
6.1.3.	repayment of additional contributions
6.1.4.	partition and redemption of interests in the COMPANY;
6.1.5.	appointment and removal of the members of the Supervisory Board as well as formal approval of their conduct of the business;
6.1.6.	appointment and removal of Managing Directors and Deputy Managing Directors as well as formal approval of their conduct of the business;
6.1.7.	supervision of management;
6.1.8.	appointment of holders of general signing powers and of authorized signatories with powers extending to the whole business;
6.1.9.	purchase, sale, pledging and/or renting of real estates;
6.1.10.	transactions with a value of USD 50,000 and above;
6.1.11.	entering into loan contracts, either as a lender or a borrower;
6.1.12.	drawing, accepting and endorsing of promissory notes;
6.1.13.	excluding of Members in case Sub-Articles apply;
6.1.14.	lodging the COMPANY's claims for compensation vis-à-vis Managing Directors, Deputy Managing Directors or Members connected with the formation or managing and representing the COMPANY in lawsuits against Managing Directors and Deputy Managing Directors or members of the Supervisory Board;

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6.1.15.	admission of new Members;
6.1.16.	amendments, modifications and changes of the Articles of the COMPANY;
6.1.17.	voluntary liquidation of the COMPANY;
6.2.0.	Each member of the COMPANY shall be entitled to vote upon each matter submitted to a vote at the meeting of the Members with voting rights being in proportion to their paid-up capital interest in the COMPANY.
6.2.1.	The quorum shall be met if seventy percent (70 %) of the voting rights participate in a vote.
6.3.0.	Except it is explicitly stated otherwise in the present Articles, any decision of the Members requires approval by fifty-one percent (51 %) or more of the voting rights present at a vote, provided the aforesaid quorum is met,
7.0.0.	ARTICLE 07 (Members' Meetings)
7.1.0.	Members' resolutions are passed at Members' meetings.
7.2.0.	A Members' meeting can take place at any location and at any time and without giving notice by physical presence, via fax, e-mail or by phone, provided that all Members was given the due chance to participate in a meeting.
7.2.1.	In case of resolutions made via fax, e-mail or phone, a corresponding written resolution signed by the Chairman of the said meeting and by the (Assistant) COMPANY Secretary is required in order to validate the resolution.
8.0.0.	ARTICLE 08 (Supervisory Board)
8.1.0.	The Members shall be entitled, but not obliged, to install and appoint a Supervisory Board comprising minimum two (2) natural persons and to delegate to the said Board one or more rights as set out in the Sub-Article 6.1.0., save the rights indicated in the Sub-Articles 6.1.4., 6.1.5. and 6.1.13. to 6.1.17. inclusively. Once a right is delegated to the Supervisory Board, the relevant right of the Members shall be in abeyance until reestablished.
8.1.1.	A member of the Supervisory Board may not at the same time be a Managing Director or a Deputy Managing Director or a generally authorized officer of the COMPANY but he/she can be vested with general or limited power of attorney to act on behalf of the COMPANY.
8.1.2.	A member of the Supervisory Board may be a COMPANY Secretary or an Assistant COMPANY Secretary.
8.2.0.	Members of the Supervisory Board may not entrust their responsibilities to other persons.
8.3.0.	The Members shall appoint one member of the Board as the Chairman of the Supervisory Board as "Chairman of the Board" (COB).
8.4.0.	The Supervisor Board shall meet the quorum with a presence of 75% of its members. Resolutions shall be taken by a 51% majority of the members present, whereat the vote of the Chairman shall be decisive in case of parity of votes.
8.4.0.	The Supervisory Board shall inform the Members regularly, but at least once a

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	month, about its activity, its resolutions and decisions in writing.
9.0.0.	ARTICLE 09 (Capital Contribution and Capital Accounts)
9.1.0.	Initial capital contribution in the amount of US\$100.00 (One hundred US Dollars) shall be paid to the COMPANY by the Members in proportion to their membership interests. Additional contributions shall be made as required for investment purposes, as determined by the Members or by the Supervisory Board. Members shall make contributions in proportion to their membership interest, or in a way as decided unanimously by the Members.
9.2.0.	If a Member fails to meet his obligation to pay up his contributions within one month after the second request in writing to do so, the Members are entitled to exclude the failing Member from the COMPANY by compensating him with the then valid book value of its interest in the COMPANY. The failing Member shall be excluded from the relevant decision.
9.3.0.	Individual capital accounts shall be maintained for each Member. Such account/s shall consist of his capital contributions to the COMPANY increased by the Member's pro rata share in the COMPANY'S net profits and in the net gain on a sale or other disposition of COMPANY'S property. The capital account of a Member shall be decreased by distributions to and withdrawals by such Member from the COMPANY, and such Member's pro rata share of the COMPANY net loss. The terms "COMPANY net profits" and "COMPANY net loss" shall mean the net profit and loss of the COMPANY as determined for federal income tax purposes by the regularly employed accountant preparing the tax return for the COMPANY.
10.0.0.	ARTICLE 10 (Profits and Losses)
10.1.0.	The Members shall be entitled to the yearly net profit, arising from the operation of the COMPANY activities which remains after the payment of the expenses (including making necessary provisions and contingencies) of conducting the business of the COMPANY as shown in the yearly balance sheet, in proportion to his paid-up membership interest. However, the Members or the Supervisory Board respectively may determine by qualified majority not to distribute the said share in the profit in full or in part but to use it as a voluntary capital contribution of the member/s for the COMPANY.
10.2.0.	Losses: All losses that occur in course of the operation of the COMPANY business shall be paid out of the capital of the COMPANY and its accrued profits.
11.0.0.	ARTICLE 11 (Management)
11.1.0.	The COMPANY shall be represented and managed, in and out of court, by one or more Managing Directors, who can be (a) natural or (b) juristic person/s. The General Managing Director shall be named "President" and his

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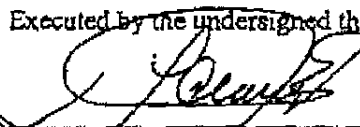
	deputy "Vice-President".
11.1.1.	Any person, except members of the Supervisory Board, can be appointed as a Managing Director.
11.2.0.	The Managing Director/s and, if applicable, the Deputy Managing Director/s, shall be appointed, suspended or dismissed only by resolution of the Members or by the Supervisory Board.
11.3.0.	The Managing Director/s shall run the actual business of the COMPANY in accordance with the corresponding Laws, the present Articles and the decisions of the Members and/or the Supervisory Board.
11.3.1.	The Members or the Supervisory Board shall determine whether a Managing Director shall be vested with sole or joint signature power.
11.4.0.	The COMPANY is entitled to and is bound by legal transactions entered into in its name by the Managing Director/s or by third persons vested by the Managing Director/s with the respective power/s.
11.5.0.	The following persons are appointed as the General Managing Director (President) and Deputy Managing Director (Vice-President) respectively of the COMPANY, and this with sole signature power:
11.5.1.	Marcelo E. Servat Lopez 370 Los Laureles Lima 27 / Peru General Managing Director (President)
11.5.2.	Marcel Ernster 370 Los Laureles Lima 27 / Peru Managing Director (Senior Vice-President)
11.5.3.	Robin Jeremy Nacson 370 The Chambers George Patterson Street Grenville. St. Andrews / Grenada W.I Deputy Managing Director (Vice-President)
11.5.4.	Luis Chang E. Mr. Luis Chang E. 10811 SW 64 th Street Miami, FL 33173 Deputy Managing Director (Vice-President)
11.5.5.	Santiago Tong C. 370 Los Laureles Lima 27 / Peru Assistant Managing Director (Junior Vice-President)
12.0.0.	ARTICLE 12 (Company Secretary)
12.1.0.	The COMPANY shall have one COMPANY SECRETARY and, optionally, one or more additional Assistant COMPANY Secretaries, who shall be appointed by the Members or by the Supervisory Board.
12.2.1.	Each natural person, including Members, members of the Supervisory Board

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	or members of the Management can be appointed as (Assistant) COMPANY Secretary.
12.2.0.	The following persons shall be appointed as COMPANY Secretary:
12.2.1.	Mr. Luis Chang E. 10811 SW 64 th Street Miami, FL 33173 as Company Secretary
12.2.2.	Marcelo E. Servat Lopez 370 Los Laureles Lima 27 / Peru as First Assistant Company Secretary
12.2.3.	Marcel Ernster 370 Los Laureles Lima 27 / Peru as Second Assistant Company Secretary
12.2.4.	Robin Jeremy Nacson 370 The Chambers George Patterson Street Grenville, St. Andrews / Grenada W.I as Third Assistant Company Secretary
12.2.5.	Santiago Tong C. 370 Los Laureles Lima 27 / Peru as Fourth Assistant Company Secretary
12.2.6.	Axel Mehrle Fischer The Chambers George Patterson Street Grenville, St. Andrews / Grenada W.I. as Fifth Assistant Company Secretary
13.0.0.	ARTICLE 13 (Registered Agent)
13.1.0.	The name and address of the present Registered Agent of the COMPANY are: LAW OFFICES OF KRAVITZ & GUERRA, P.A. 155 South Miami Avenue Suite 1111 Miami, FL 33130
14.0.0.	ARTICLE 14 (Conclusion)
14.1.0.	The undersigned, each of them being a duly authorized representative of one of the Founding Members of the COMPANY, hereby certify, individually or jointly, that:
14.1.1.	The foregoing constitutes the proposed Articles of Organization of FIT AMERICAN INVESTMENT AND ADMINISTRATION LLC
14.1.2.	The total amount of cash contributed by the Member (s) is US\$100.00:

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14.1.3.	The total amount of cash anticipated to be contributed by Member(s) is US\$100.00. This total includes amounts from 14.1.2.
15.0.0.	ARTICLE 15 (Formation Representation)
15.1.0.	Mr. Luis Chang E. 10811 SW 64 th Street Miami, FL 33173 shall be the person authorized by the members to sign the present document as well as to make any and all further statements on behalf of the COMPANY which may be required in the course of the formation, filing and registration of the COMPANY.
15.2.0.	In addition to the aforesaid Mr. Chang, each of the following individuals shall be entitled (with sole signature power) to make any and all statements on behalf of the COMPANY which may be required in the course of the further formation, filing and registration of the COMPANY.
15.2.1.	Marcelo E. Servat Lopez 370 Los Laureles Lima 27 / Peru
15.2.2.	Marcel Ernster 370 Los Laureles Lima 27 / Peru
15.2.3.	Robin Jeremy Nacson The Chambers George Patterson Street Grenville, St. Andrews / Grenada W.I.
15.2.4.	Santiago Tong C. 370 Los Laureles Lima 27 / Peru
15.2.5.	Axel Mehrle Fischer The Chambers George Patterson Street Grenville, St. Andrews / Grenada W.I.
Executed by the undersigned this <u>13th</u> day of <u>February</u> , 20 <u>04</u>  Luis Chang E. on behalf of the members of the COMPANY	
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE	

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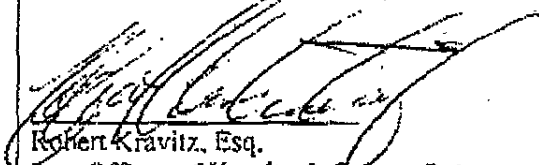
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA:

- 1. The name of the limited liability COMPANY is:
EDUCACOM OF AMERICA LLC.
- 2. The name and address of the registered agent and office is:
Law Offices of Kravitz & Guerra, P.A.
155 South Miami Avenue, Suite 1111
Miami, Florida 33130

Having been named as Registered Agent and in order to accept service of process for the above 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. I am familiar with and accept the obligations of my position as Registered Agent.


 Robert Kravitz, Esq.
 Law Offices of Kravitz & Guerra, P.A.

Date 2/16/04

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