

APR-29-2004 12:57  
DIVISION OF CORPORATIONS

**LO4000031426**

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.**

((H04000093626 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 : GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS  
Account Number : I19990000278  
Phone : (407)647-4455  
Fax Number : (407)740-7063

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

04 APR 29 PM 12:05

FILED

RECEIVED

04 APR 29 PM 1:38

DIVISION OF CORPORATIONS

**LIMITED LIABILITY AMENDMENT**  
**FARRINGTON COMMERCIAL ENTERPRISES, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$60.00

**LO4-31426**

Electronic Filing Menu

Corporate Filing

Public Access Help

*AK*

(((H04000093626 3)))

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
FARRINGTON COMMERCIAL ENTERPRISES, LLC**

Pursuant to Chapter 608.411, *Florida Statutes* (the "Act"), and pursuant to the resolution of all of the Members attached, the Articles of Organization of FARRINGTON COMMERCIAL ENTERPRISES, LLC, a Florida limited liability company (the "Company"), filed with the Florida Secretary of State, Tallahassee, Florida, on April 26, 2004, are hereby amended and restated by replacing the existing Articles of Organization in their entirety with the following:

**ARTICLE I  
NAME**

The name of the limited liability company is FARRINGTON COMMERCIAL ENTERPRISES, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 369 N. New York Avenue, 3<sup>rd</sup> Floor, Winter Park, Florida 32789.

**ARTICLE III  
MANAGEMENT**

The Company will be Manager managed. The Manager of the Company is:

Henrique Franklin Da Silva Filho  
Alameda Curitiba 472  
Residencial 12  
Santa De Parnaiba, SP-Brazil 06539-025

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3<sup>rd</sup> Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is J. Lindsay Builder, Jr.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization and acknowledged them to be my act this 29th day of April, 2004.

  
Henrique Franklin Da Silva Filho

(((H04000093626 3)))

((H04000093626 3)))


**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: FARRINGTON COMMERCIAL ENTERPRISES, LLC.

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

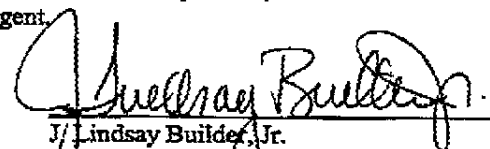
J. Lindsay Builder, Jr.  
c/o Graham, Builder, Jones, Pratt & Marks, LLP  
369 N. New York Avenue, 3rd Floor  
Winter Park, Florida 32789

  
Henrique Franklin Da Silva Filho  
Manager

FILED  
CLERK OF COURT  
TALLAHASSEE, FLORIDA  
APR 29 PM 12:06

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.

Date: April 29, 2004

  
J. Lindsay Builder, Jr.  
Registered Agent

((H04000093626 3)))

((H04000093626 3)))

**RESOLUTION OF MEMBERS  
FARRINGTON COMMERCIAL ENTERPRISES, LLC  
ACTION BY CONSENT**

The undersigned, being all of the Members of FARRINGTON COMMERCIAL ENTERPRISES, LLC, a Florida limited liability company (the "Company"), hereby resolve that the Articles of Organization of the Company be amended by executing and filing with the Department of State of the State of Florida the Articles of Amendment and Restatement of the Articles of Organization to which this Resolution is attached.

This Resolution may be executed in counterparts, with each counterpart together constituting an original.

IN WITNESS WHEREOF, all of the Members of the Company have caused this instrument to be executed as of this 29th day of April, 2004.

FARRINGTON COMMERCIAL ENTERPRISES, LLC

By \_\_\_\_\_

Henrique Franklin Da Silva Filho

HENRIQUE FRANKLIN DA SILVA FILHO

AYRTON BRUNO

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

APR 29 2004 PM 12:06

FILED

((H04000093626 3)))

(((H04000093626 3)))

**ASSIGNMENT OF MEMBERSHIP INTEREST  
AND  
RESIGNATION OF MANAGER**

THIS ASSIGNMENT OF MEMBERSHIP INTEREST AND RESIGNATION OF MANAGER (this "Instrument") is made effective as of the 29th day of April, 2004, (the "Effective Date") by HENRIQUE FRANKLIN DA SILVA FILHO ("Filho"), AYRTON BRUZETTI ("Bruzetti") and RUBEN MENA ("Mena"). Filho, Bruzetti and Mena may be referred to herein individually as a "Party" or collectively as the "Parties."

**BACKGROUND FACTS:**

A. The Parties, as all of its Members, formed FARRINGTON COMMERCIAL ENTERPRISES, LLC, a Florida limited liability company (the "Company"), by filing a certain Articles of Organization with the Department of State of the State of Florida on April 26, 2004.

B. At the formation of the Company, the Percentage Interest of each of the Members was as follows:

Filho	-	90%
Bruzetti	-	5%
Mena	-	5%

C. Mena was designated as the initial Manager of the Company.

D. Mena desires to assign his five percent (5%) Percentage Interest to Bruzetti.

E. Mena desires to resign as Manager of the Company.

F. The Parties desire to place in writing their agreements concerning the transfer and assignment.

**AGREEMENT:**

NOW, THEREFORE, in consideration of the premises and mutual covenants set forth herein, and in consideration of other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. The Background Facts set forth above are true and correct and the Parties agree that such Background Facts are incorporated into this Instrument.

2. Mena hereby assigns his five percent (5%) Percentage Interest in the Company to Bruzetti.

(((H04000093626 3)))

(((H04000093626 3)))

3. The Parties agree that pursuant to the assignments set forth above, Filho holds a ninety percent (90%) Percentage Interest in the Company and Bruzetti holds a ten percent (10%) Percentage Interest in the Company.

4. Mena hereby resigns as Manager of the Company.

5. The Parties agree that this Assignment may be executed in counterparts and by facsimile.

IN WITNESS WHEREOF, the Parties have set their hands and seals or have caused this instrument to be executed in their names all as of the Effective Date.

Signed, sealed and delivered  
in the presence of:

Signature of witness

Print name: ROBERT MARKS

HENRIQUE FRANKLIN DA SILVA FILHO

Signature of witness

Print name: J. LINDSAY BULDER, JR.

Signature of witness

Print name: ROBERT MARKS

AYRTON BRUZETTI

Signature of witness

Print name: J. LINDSAY BULDER, JR.

Signature of witness

Print name: ROBERT MARKS

RUBEN MENA

Signature of witness

Print name: J. LINDSAY BULDER, JR.

(((H04000093626 3)))