

L04000035316

From: ZULPRO SEEVICES LLC
4084 MIDDLEBROOK RD
SUITE 1126, ORLANDO FLORIDA 32811

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

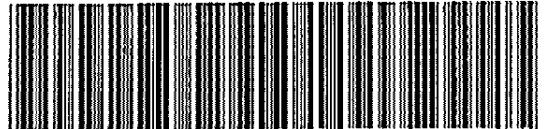
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900034153629

04/30/04--01039--025 **125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR 30 AM 8:45

05/11/04

6p

ARTICLES OF ORGANIZATION OF ZULPRO SERVICES 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, Florida Statute 608-Florida Limited Liability company Act, 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 ZULPRO SERVICES ,L.L.C., and its principal office and mailing address shall be located at 4084 MIDDLEBROOK RD, SUITE 1126, ORLANDO, FLORIDA 32811, County of Orange, State of Florida, 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 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.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
06-19-30 AM 8:30

MARIANA DEL CARMEN SOTO, Maracaibo, Estado Zulia. Venezuela.

LUISA CAROLINA SOTO, maracaibo, Estado Zulia. Venezuela.

TIBALDO OJEDA, Orlando, Florida.USA.

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.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000.00 cash shall be paid to the limited liability company by the four members in the following mounts: RAFAEL SOTO, 250.00, (25%), MARIANA DEL CARMEN SOTO \$ 250.00 (25%), LUISA CAROLINA SOTO \$ 250.00 (25%) and TIBALDO OJEDA \$ 250.00 (25%). 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. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 27 2003
AM 8:45

ARTICLE VIII
DURATION

The limited liability company shall exist perpetually 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 office and mailing address of the initial registered office of the limited liability company is 4084 Middlebrook Rd, suite 1126, Orlando Florida 32811 County of Orange, and the name of the company's initial registered agent at that address is TIBALDO OJEDA.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ZULPRO SERVICES LLC.

Executed by the undersigned at 4084 Middlebrook Rd, suite 1126, Orlando Florida 32811. April 27, 2004.

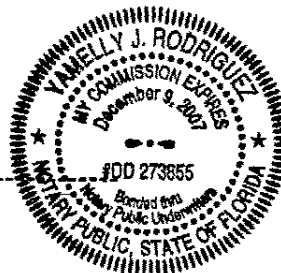
Tibaldo Ojeda

TIBALDO OJEDA, authorized member representative

The foregoing instrument was acknowledged before me this April 27, 2004 by TIBALDO OJEDA, on behalf of ZULPRO SERVICES LLC, a limited liability company. He is personally known to me.

[Notary's signature]

My commission expires: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 30 AM 8:45

Statement Designating Registered Agent And Office

State of Florida]

County of Orange]

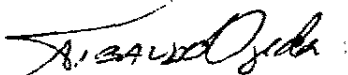
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is ZULPRO SERVICES LLC.

The name of the registered agent for ZULPRO SERVICES LLC is TIBALDO OJEDA and the street address of the company's principal office where the agent is located is 4084 MIDDLEBROOK RD, SUITE 1126, ORLANDO FLORIDA 32811.

The statement is to acknowledge that, as indicated above, ZULPRO SERVICES LLC, has appointed me, TIBALDO OJEDA, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 member agent.

Date: April 27, 2004



TIBALDO OJEDA. Registered member Agent

The foregoing instrument was acknowledged before me this April 27, 2004 by TIBALDO OJEDA, on behalf of ZULPRO SERVICES LLC, a limited liability company. He is personally known to me.

[Notary's signature]

My commission expires:-----



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 30 AM 8:45