

**L04000048923**

Maria E. Gonzalez  
(Requestor's Name)

M.G. Title Services, Inc  
(Address)

8301 Coral Way  
(Address)

Miami, FL 33155  
(City/State/Zip/Phone #)

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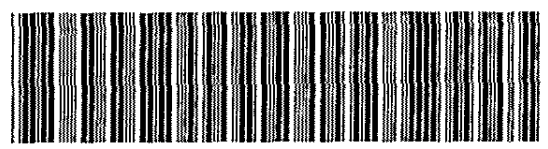
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J. BRMAN JUN 30 2004

ARTICLES OF ORGANIZATION  
OF  
LOYALTY PROPERTIES L.L.C.

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The undersigned has executed these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida

Article I  
NAME

The name of the limited liability company shall be LOYALTY PROPERTIES L.L.C. (the "Limited Liability Company")

Article II  
STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Limited Liability Company shall be located at 8550 West Flagler Suite #102 Miami, Florida 33126

ARTICLE III  
MAILING ADDRESS

The mailing address for the Limited Liability Company shall be 8550 West Flagler Suite 102 Miami, Florida 33126

ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTRED AGENT

The address of the initial registered office of the limited Liability Company is 8550 West Flagler Suite #102 Miami, Florida 33126 and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is Michael Garcia

ARTICLE V

In addition to 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 companies is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statues.
2. In general, to carry on any and all incidental business; to have and exercise all the 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.

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3. To purchase or otherwise acquire, undertake, carryon, improve, develop. All or any of the business, good will, rights, assets, liabilities of 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 carryout, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purpose, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purpose and powers.

**ARTICLE VI**

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

**ARTICLE VII  
CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event, the remaining or surviving Members of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company

**ARTICLE VIII  
MEMBERS**

The limited Liability Company shall have one or more members (the "Members"). The name and address of the Member are as follows:

Carlos R. Gonzalez	6685 SW 94 Street Miami, Florida 33156
Ivan A. Herrera	10455 SW 22 Street Miami, Florida 33165
Florentino Lopez	9985 SW 2 Terrace Miami, Fl 33174

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**ARTICLE IX  
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Limited Liability Company only upon the unanimous consent of all existing Members of the Limited Liability Company. Contributions required of new Members shall be determined as their time of admission to the Limited Liability Company. A member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of assets owned by the limited Liability Company, and may not be sold or otherwise transferred except with the unanimous written consent of all existing Members.

**ARTICLE X  
MANAGEMENT**

All Limited Liability Company powers shall be exercised by or under the authority of and the business and affairs of this Limited Liability Company shall be managed by one or more Managers. Accordingly, the company is a Manager-managed Limited liability company. The name and address of the initial manager is Michael Garcia, whose address is 1545 Trevino Ave Coral Gables Florida 33134.

Dated this 25 day of June, 2004

Carlos R. Gonzalez  
Carlos R. Gonzalez Member

Ivan A. Herrera  
Ivan A. Herrera Member

Florentino Lopez Member  
I hereby accept designation as Registered Agent

Michael Garcia  
Initial Manager/Registered Agent

STATE OF FLORIDA )

SS

COUNTY OF MIAMI-DADE )

Before me, a Notary Public authorized in the state and County set forth above, personally appeared Michael Garcia, Initial Manager, Carlos R. Gonzalez, Member, Ivan A. Herrera, Member, Florentino Lopez, Member, Known by me to be person(s), who executed the foregoing Articles of Organization and acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed official seal, in the State and County aforesaid, this 25 day of June, 2004.

Dorys M. Marin  
Dorys M. Marin

NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



Dorys M. Marin  
MY COMMISSION # DD100510 EXPIRES  
March 14, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

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