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LIBIO R CALEJO

LAW OFFICES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 17, 2005

Department of State
Division of Corporations
Corporation Filing
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization
Libio R. Calejo, P.L.

Dear Personnel:

Please send the certified copy for the new Florida P.L to the above address. Enclosed is \$155.00 for the filing fee, registered agent fee and for a certified copy of record.

Thank you.

Sincerely,



**ARTICLES OF ORGANIZATION OF
LIBIO R. CALEJO, P.L.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that I have a purpose of becoming a **professional limited liability company** under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such professional limited liability company.

**ARTICLE I
NAME**

The name of the professional limited liability company shall be **Libio R. Calejo, P.L.** and its principal place of business and **mailing and street address** shall be **9880 SW 102 Street, Miami FL 33176**, Florida Statute §608.407(1)(a)&(b), but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSE AND POWERS**

The general nature of the business to be transacted and which the professional limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the professional limited liability company, shall be as follows:

1. To engage in the rendition of **professional services as an attorney at law** as authorized under Chapters §608 and §621, 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 herein set forth 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 professional limited liability company is authorized to carry on, pursuant to the provisions of the 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 any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

Libio R. Calejo, P.L.

Articles of Organization; Initials: LC

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SECRETARY OF STATE
5. To exercise all or any of the professional limited liability company 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 person, corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest 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 and 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 professional 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 any of the objects, or the furtherance of any of the powers herein set forth, 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.
 7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this professional 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 purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the professional limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, or do.

ARTICLE III CAPITAL CONTRIBUTION

Capital contributions in the amount of Six-Thousand Dollars (\$ 1,000.00) cash shall be paid to the professional limited liability company. 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. Florida Statute §608.4211.

**ARTICLE IV
PROFITS AND LOSES**

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TALLAHASSEE, FLORIDA

- (a) **Sharing of Profits.** The member(s) shall be entitled to the net profits arising from the operation of the professional limited liability company business that remain after the payment of the expenses of conducting the business of the professional limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Libio R. Calejo **100%**

The distributive share of the profits shall be determined and paid, such as: each year on the anniversary date of the commencement of business of the professional limited liability company, the month and day of such commencement date being **January 20, 2005.**

- (b) **Losses.** All losses that occur in the operation of the professional limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the member(s) in equal shares as set forth in paragraph (a). Florida Statute §608.4261.

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All professional limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this professional limited liability company shall be managed under the direction of, the members of this professional limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the professional limited liability company.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The **mailing and street address** of the principal office of this professional limited liability company shall be located at **9880 SW 102 Street, Miami Florida 33174.**

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TALLAHASSEE, FLORIDA

ARTICLE VII DURATION

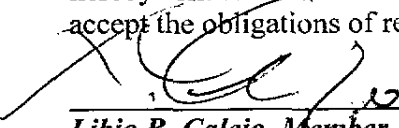
This professional limited liability company shall exist until dissolved, but not to exceed 30 years from the date of filing with the Department of State as provided by law, or as provided in the regulations adopted by the members. Florida Statute §608.

ARTICLE VIII MANAGEMENT

This professional limited liability company shall be managed by **Libio R. Calejo**. The name and address of the person who shall serve as such until the first annual meeting of the member(s) or until a successor is elected and qualify is the same, **Libio R. Calejo**, address is **9880 SW 102 Street, Miami Florida 33176**. Management of this professional limited liability company is reserved to its members as a manger-managed company. Florida Statute §608.407.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The **mailing and street** address of the initial registered office of the professional limited liability company is **9880 SW 102 Street, Miami Florida 33176**, and the name of its registered agent at such address for the professional limited liability company is **Libio R. Calejo**, at **9880 SW 102 Street, Miami Florida 33176**. Florida Statute §608.407. I hereby affirm that I am familiar with the duties and obligations of registered agent and accept the obligations of registered agent.



**Libio R. Calejo, Member
and initial Registered Agent**

ARTICLE X RESTRICTIONS ON MEMBERSHIP


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 admissions to the professional limited liability company.

A member's interest in the professional limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 professional limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Libio R. Calejo, P.L.

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Articles of Organization; Initials: 

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The undersigned, being the original member(s) of the professional limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **Libio R. Calejo, P.L.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned at

9880 SW 102 ST, Miami, Florida 33176

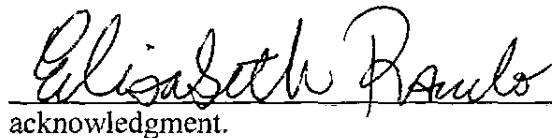
IN WITNESS WHEREOF, the party hereto have executed these Articles of Organization of **Libio R. Calejo, P.L.**, effective as member for a professional limited liability company to perform professional service as an attorney at law:



**Libio R. Calejo, Member
and initial Registered Agent**

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledge before me this 19th day of January, 2005, by Libio R. Calejo, who is personally known to me or who has produced his driver's license as identification.

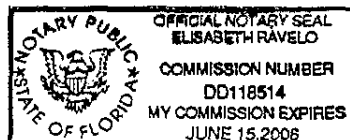


Signature of person making the acknowledgment.

Elisabeth Ravelo

Printed or Stamped name of acknowledger.

My commission expires:



Libio R. Calejo, P.L.

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Articles of Organization; Initials: LC