

L05000012978  
 F-08-200 TUF 04/24 FAX NO. 02  
 Division of Corporations Page 1 of 1

**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.**

(((H05000031628 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 : STEVEN H. HAGEN, ESQ.  
 Account Number : I20040000107  
 Phone : (786) 924-5283  
 Fax Number : (305) 577-9921

**LIMITED LIABILITY COMPANY**

**LAW CENTER OF THE AMERICAS HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

RECEIVED  
 05 FEB -8 AM 10:43  
 DIVISION OF CORPORATIONS

FILED  
 2005 FEB -7 A 9:14  
 SECRETARY OF STATE  
 ALLAHBADS, FLORIDA

Name Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Preparer Verifier	DCC

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

FEB-08-2005 TUE 09:26 AM

FAX NO.

P. 07

\*\*\*\*\*

P. 01

TRANSACTION REPORT

FEB-07-2005 MON 03:20 PM

FOR:

DATE	START	RECEIVER	TX TIME	PAGES	TYPE	NOTE	M#	DP
FEB-07	03:20 PM	918502050383#99999112 #	** **	0	SEND	BUSY	420	
TOTAL :						OS PAGES:	0	

Division of Corporations

Page 1 of 1

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.

(((H05000031628 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations  
 Fax Number : (850) 205-0383  
 Account Name : STEVEN K. HAGEN, ESQ.  
 Account Number : I20040000107  
 Phone : (786) 924-5283  
 Fax Number : (305) 577-9921

REC'D  
 05 FEB - 0  
 10:43  
 DIVISION

FEB-08-2005 TUE 09:27 AM

FAX NO.

P. 08

\*\*\*\*\*

P. 01

TRANSACTION REPORT

FEB-08-2005 TUE 08:54 AM

FOR:

DATE	START	RECEIVER	TX TIME	PAGES	TYPE	NOTE	M#	DP
FEB-08	08:53 AM	918502050383#9999112 ##	**/**	0	SEND	BUSY	424	

TOTAL : OS PAGES: 0

\*\*\*\*\*

Division of Corporations

Page 1 of 1

**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.**

((H05000031628 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 : STEVEN H. HAGEN, ESQ.  
Account Number : I20040000107  
Phone : (786)924-5203  
Fax Number : (305)577-9921

H05000031628 3

**ARTICLES OF ORGANIZATION  
OF  
LAW CENTER OF THE AMERICAS HOLDINGS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is LAW CENTER OF THE AMERICAS HOLDINGS, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 FEB -7 A 9:45

FILED

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 1400, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

H05000031628

H05000031628 3

**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement.

**ARTICLE VI**  
**MANAGERS**

The names and addresses of the initial Managers of the Company are:

Steven H. Hagen  
c/o 701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

James M. Meyer  
c/o 701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

George R. Harper  
c/o 701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

Manuel A. Perez  
c/o 701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

Juan Carlos Ferrer  
c/o 701 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

2005 FEB -7 A 9:45  
SECRETARY OF STATE  
ALLAMASSEE BUILDING  
FILED

H05000031628 3

H05000031628 3

**ARTICLE VII**

**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**

**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous written consent of the then existing Members and Manager(s), upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members and Manager of the Company in the manner set forth in the Operating Agreement of the Company.

**ARTICLE IX**

**AMENDMENT**

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members and Manager(s) of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal one this 7<sup>th</sup> day of February, 2005.



Name: Steven H. Hagen  
Title: Authorized Representative

FILED  
2005 FEB -7 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

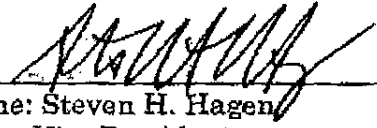
H05000031628 3

H05000031628 3

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for LAW CENTER OF THE AMERICAS HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7<sup>th</sup> day of February, 2005.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: Steven H. Hagen  
Title: Vice President

2005 FEB -7 A 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

14442

H05000031628 3