

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.

(((H05000044456 3)))

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

RECEIVED

05 FEB 21 PM 1:29

DIVISION OF CORPORATIONS

To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305)634-3694

Fax Number : (305)633-9696

**LIMITED LIABILITY COMPANY**

**dmipi, l.l.c.**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 FEB 22 AM 8:44

FILED

⑤

H05000044456

ARTICLES OF ORGANIZATION  
OF  
DMPI, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be DMPI, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2865 SW 69th Court Miami, Florida 33155.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is Octavio E. Mestre, Esq., LAW OFFICES OCTAVIO E. MESTRE 7385 SW. 87 Avenue, Suite 100, Miami, Florida 33173

THIS INSTRUMENT PREPARED BY:  
Octavio E. Mestre, Esq.  
LAW OFFICES OCTAVIO E. MESTRE  
7385 SW. 87 Avenue, Suite 100  
Miami, Florida 33173  
Fla. Bar No. 968986

2005 FEB 22 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H05000044456

## ARTICLE V – ADDITIONAL CAPITAL CONTRIBUTIONS

~~Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.~~

## ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VII – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager(s) of the company signing these Articles is:

Devin Benjamin

2005 FEB 22 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## ARTICLE IX - Indemnification and Liability

The Company may, as determined by the managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami, Florida, on this February 22, 2005.

**Devin Benjantín**

STATE OF FLORIDA

§§.

COUNTY OF MIAMI-DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Devin Benjamin, known to me and known by me to be the person, who, as representative of the registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the State and County aforesaid, this February 22, 2005.



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

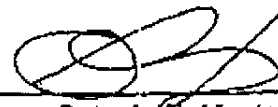
2005 FEB 22 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H05000044456

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of DMP1, LLC as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.



Octavio E. Mestre Esq.  
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 Octavio E. Mestre, Esq., known to me and known by me to be the person, who, as representative of the registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 22, 2005.



Rossana Lopez  
Commission #DD271025  
Expires: Dec 01, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.



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

2005 FEB 22 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

FILED

H05000044456