

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.

(((H05000059953 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 : FILINGS, INC.
 Account Number : 072720000101
 Phone : (850) 385-6735
 Fax Number : (954) 641-4192

LIMITED LIABILITY COMPANY
COOKIE INVESTMENTS, L.L.C.

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$125.00 |

RECEIVED

05 MAR -9 AM 7:47

DIVISION OF CORPORATION

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2005 MAR -9 AM 8:17

FILED

W 03/10/05

Electronic Filing Menu

Corporate Filing

Public Access Help

yp

H05000059953

ARTICLES OF ORGANIZATION
OF

COOKIE INVESTMENTS, 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 COOKIE INVESTMENTS, LLC (hereinafter "the Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

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 dissolved earlier as provided in these articles of organization or in the operating agreement of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Fernando J. Portuondo, Esq., Fernando J. Portuondo, P.A., 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement of the Company, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the 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 operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company until he or she becomes a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

H05000059953

FILED
2005 MAR -9 AM 8:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

H08000059953

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of the remaining members.


ARTICLE VII -- MANAGEMENT

The Company shall be managed by a managing member in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement 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 managing member of the Company is: Kelly Portuondo, 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on March 8, 2005.


Fernando J. Portuondo,
Authorized Representative

Sworn to and subscribed before me on March 8, 2005, by Fernando J. Portuondo who is personally known to me or produced as identification.


Notary Public - State of
Florida

Print Name:
(Seal)



Jurama Prowl-McGraw
My Commission 00090801
Expires February 10, 2008



Jurama Prowl-McGraw
My Commission 00090801
Expires February 10, 2008

2005 MAR -9 AM 8:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

H05000059953

H05000059953

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, COOKIE INVESTMENTS, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is COOKIE INVESTMENTS, LLC.

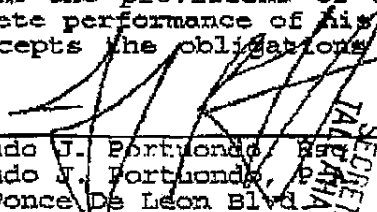
2. The name and street address of the registered agent in Florida are:

Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd., Suite 600
Coral Gables, FL 33134



Fernando J. Portuondo,
Authorized Representative

The undersigned, being the person named in the articles of organization of COOKIE INVESTMENTS, 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 accepts the obligations of the position of registered agent.



Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134

FILED
2005 MAR -9 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000059953