

L05000028786

Araca Group Corporation, LLC
(Requestor's Name)

2353 Lake Debra Dr
(Address)

#2218
(Address)

Orlando, FL 32835
(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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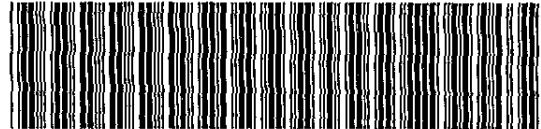
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Acknowledgement

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W. P. Verifier

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03/02/05 - 01010--011 **160.00

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2005 MAR 23 A 11:24

SECRETARY OF STATE
TALLAHASSEE, FL 32304

Corporation



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 4, 2005

ARACA GROUP CORPORATION, LLC
2353 LAKE DEBRA DR., #2218
ORLANDO, FL 32835

SUBJECT: ARACA GROUP CORPORATION, LLC
Ref. Number: W05000011231

We have received your document for ARACA GROUP CORPORATION, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 605A00015098

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF ARACA GROUP, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608-Florida Limited Liability Company Act, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ARACA GROUP, LLC and its principal office and mailing address shall be located at 2353 LAKE DEBRA DR, N- 2218 ORLANDO, FLORIDA 32835, County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

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

- 1.- To engage in any activity or business authorized under the Florida Statutes.
- 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.
- 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 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 carry out, assign, cancel or rescind any of such contracts.
- 5.- To exercise all or any of the Liability company powers, and to carry out all or any of

the purposes, 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 businesses 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 purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida Laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this 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 limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:

JAVIER CASTRO, ORLANDO-FLORIDA

RAUL ARAUJO, ORLANDO-FLORIDA

AMERICO ARAUJO, ORLANDO-FLORIDA

ARTICLE V MEMBERSHIP RESTRICTIONS

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 admission to the limited liability company.

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

On 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 limited liability company, the remaining members

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000.00 cash shall be paid to the limited liability company by the three members in the following mounts: JAVIER CASTRO, \$ 450.00 (45%), RAUL ARAUJO \$ 450.00 (45%) and AMERICO ARAUJO \$ 100 (10%). 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.

ARTICLE VII PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

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TALLAHASSEE, FLORIDA
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DURATION

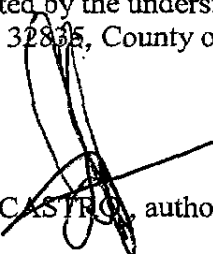
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

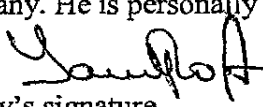
The office and mailing address of the initial registered office of the limited liability company is at 2353 LAKE DEBRA DR, N- 2218 . ORLANDO, FLORIDA 32835, County of Orange, State of Florida and the name of the company's initial registered agent at that address is JAVIER CASTRO.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ARACA GROUP, LLC.

Executed by the undersigned at 2353 LAKE DEBRA DR, N- 2218, ORLANDO, FLORIDA 32835, County of Orange, State of Florida.


JAVIER CASTRO, authorized member representative

The foregoing instrument was acknowledged before me this FEBRUARY 24, 2005 by JAVIER CASTRO, on behalf of ARACA GROUP, LLC. A Limited Liability Company. He is personally known to me.


Notary's signature

My commission expires: 12-09-07.



FILED
MAR 23 11:24
2005
CLERK OF THE
SOUTH FLORIDA
JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Statement Designating Registered Agent And Office

State of Florida

County of Orange

Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is ARACA GROUP, LLC

The name of the registered agent for ARACA GROUP, LLC is JAVIER CASTRO and the street address of the company's principal office where the agent is located at 2353 LAKE DEBRA DR. N- 2218, ORLANDO, FLORIDA 32835.

The statement is to acknowledge that, as indicated above, ARACA GROUP, LLC, has appointed me, JAVIER CASTRO., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered member agent.

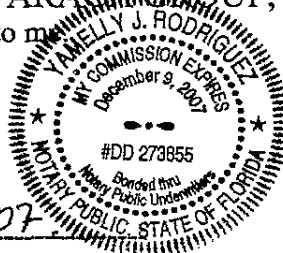
Date: February 24, 2005.

X

JAVIER CASTRO, Registered member Agent

The foregoing instrument was acknowledged before me this February 24, 2005 by JAVIER CASTRO, on behalf of ARACA GROUP, LLC, a limited liability company. He is personally known to me.

Notary's signature



My commission expires: 12-09-07