

L05000036530

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

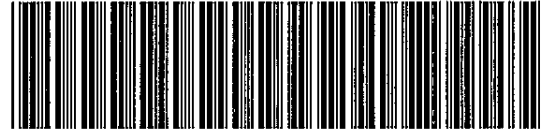
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EFFECTIVE DATE  
4/12/05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 APR 14 PM 12:21

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OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

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EFFECTIVE DATE  
4/2/05

05 APR 14 PM 12:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SAN MARCO AT FONTAINEBLEAU, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION**  
**OF**  
**SAN MARCO AT FONTAINEBLEAU, LLC**

**EFFECTIVE DATE**  
4/12/05  
**FILED**  
**05 APR 14 PM 12:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article I**  
**NAME**

The name of this Florida limited liability company is SAN MARCO AT FONTAINEBLEAU, LLC.

**Article II**  
**PRINCIPAL PLACE OF BUSINESS**

The initial street address of the company's principal place of business and the mailing address of the company is P.O. Box 491345, Key Biscayne, FL 33149

**Article III**  
**REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Company is Hector Hernandez, Esq. The street address of the Company's registered office in the State of Florida is 2850 Douglass Road, Penthouse Suite, Coral Gables, Florida 33134.

**Article IV**  
**NO MEMBER LIABILITY**

The private property of the member's shall not be subject to payment of the corporate debts in any event.

**Article V**  
**TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Article VI  
INITIAL MEMBERS**

The initial members of the company are:

ALFONSO MARTINEZ  
P.O. Box 491345  
Key Biscayne, FL 33149

ERNESTO BUSTAMANTE  
P.O. Box 491345  
Key Biscayne, FL 33149

PABLO BARBACHANO  
P.O. Box 491345  
Key Biscayne, FL 33149

GUILLERMO SANCLEMENTE  
P.O. Box 491345  
Key Biscayne, FL 33149

BRANPHER GROUP, INC.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

GALLARDO CONVERSION CORP.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

**Article VII  
MANAGEMENT**

This will be a member-managed company. The name and address of the member-manager is:

ALFONSO MARTINEZ.  
P.O. Box 491345  
Key Biscayne, FL 33149

**Article VII  
COMPANY EXISTENCE**

The company's existence shall begin effective as of March 12, 2005.

The undersigned authorized member executed these Articles of Organization on March 12, 2005.

  
\_\_\_\_\_  
Alfonso Martinez, Managing Member

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

1. The name and address of the Company is:

**SAN MARCO AT FONTAINEBLEAU, LLC**  
P.O. Box 491345  
Key Biscayne, FL 33149

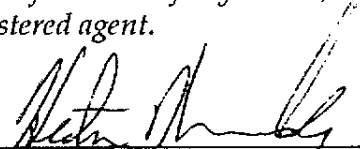
2. The name and address of the registered agent and office is:

Hector Hernandez, Esq.  
2850 Douglas Road, Penthouse Suite  
Coral Gables, FL 33134

**ACKNOWLEDGMENT**

*Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, I hereby accept the 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 am familiar with and accept the obligations of my position as registered agent.*

Dated this 12th day of March, 2005.

  
\_\_\_\_\_  
Hector Hernandez, Esq.  
Registered Agent's Signature