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#### LAZARUS **CORPORATE FILING SERVICE** SAR ON TO Requester's Name **3320 S.W. 87<sup>TH</sup> AVENUE** Address MIAMI, FL 33165 (305) 552-5973 City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time \_ 2.00 Certified Copy Photocopy Mail out Will wait Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment Not for Profit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger **OTHER FILINGS** REGISTRATION/OUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Reinstatement Trademark

Other

Examiner's Initials

## FOR DCG INVESTMENTS, L.L.C.



#### ARTICLE I

#### NAME

The name of the limited liability company is **DCG INVESTMENTS**, **L.L.C.** (the "Company").

#### ARTICLE II

#### **ADDRESS**

The mailing address and street of the Company's principal office is 9765 S.W. 132 Court, Miami, Florida, 33186.

#### ARTICLE III

#### **PURPOSE AND POWERS**

Except as restricted these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

#### ARTICLE IV

#### **DURATION**

These Articles of Organization shall become effective as of the filing hereof (the "Effective Date").

Unless earlier terminated by unanimous consent of all members, or under the Act, Fla. Chapter 608, et seq., or the Operating Agreement, the period of duration of the Company shall be perpetual.

#### ARTICLE V

#### REGISTERED AGENT AND OFFICE

The Name of the Company's initial registered agent is Cecilia Poey Gan. The street address of the Company's registered agent in Florida is 9765 S.W. 132 Court, Miami, Florida, 33186.

#### ARTICLE VI

#### **AUTHORIZED REPRESENATIVE**

The name and address of the person signing these Articles of Organization as authorized representative of the members is: Cecilia Poey Gan, 9765 S.W. 132 Court, Miami, Florida, 33186.

#### ARTICLE VII

#### **MANAGEMENT**

This Company will be managed by one or more Managers appointed by the Members in accordance with the terms of the Operating Agreement. As such, the Company will be Manager-Managed. The Managers will be designated as the President, Secretary, and Treasurer of the Company, and may also be designated as Vice Presidents, Assistant Secretaries, and Assistant Treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as Directors under the Operating Agreement who shall act in a manner similar to the Directors of a corporation. The Members, at a meeting of the Members held not less than annually, shall designate the Managers, who shall be required to be Members, and the positions that these Managers will hold. The initial Managers, who shall serve until the first annual meeting of the Members or until their successors are elected and

qualify, and their designations shall be as follows:

Name: Position:

Cecilia Poey Gan Managing Member/Director

Daniel R. Gan Managing Member/Director

### ARTICLE VIII ADMISSION OF NEW MEMBERS

The then existing members of the Company shall have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing members, and the existing member shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## ARTICLE IX CONTINUATION OF BUSINESS

The remaining members of the Company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the Company unless there is a unanimous written consent by the remaining members to do so.

## ARTICLE X ADDITIONAL PROVISIONS

A. Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

B. The power to adopt, alter, amend, or repeal any provision contained in these Articles of Organization or the Regulations of the Company is vested entirely in the Managing Members listed above in Article VI herein, and only by written consent, in accordance with the Florida Limited Liability Company Act.

Cecilia Poey Gan

Authorized Representative

STATE OF FLORIDA )
SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15 day of April, 2005, by CECILIA POEY GAN, as authorized representative of the members, who is known to me or who produced the following identification FL. DIC.

My Commission Expires:

NOTARY PUBLIC, State of Florida at Large



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is DCG INVESTMENTS, L.L.C.

The name and address of the registered agent and office is: Cecilia Poey Gan,

9765 S.W. 132 Court, Miami, Florida, 33186.

Having been named as registered agent and to accept service of process for the above named limited liability 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 I am familiar with and accept the obligations of my position as registered agent.

Cecilia Poey Gan Registered Agent