

MAY-23-2005 MON 11:06 AM Murai, Wald, Biondo

FAX NO. 305 388 9490

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Division of Corporations

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Account Number : 076150002103  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**FRAGAR HOLDINGS LLC**

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P. 02

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**ARTICLES OF ORGANIZATION  
FOR  
FRAGAR HOLDINGS LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of this Limited Liability Company is **FRAGAR HOLDINGS LLC.**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 1320 South Dixie Highway Suite 214 Coral Gables, FL 33146

**THIS INSTRUMENT PREPARED BY:**

Cristina Echarte Brochin, Esq.  
FL Bar #: 0581410  
Murai Wald Biondo Moreno & Brochin P.A.  
Two Alhambra Plaza PH 1B  
Coral Gables, Florida 33134  
(305) 444-0101

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**ARTICLE III**

**DURATION**

The period of this Company's duration shall be perpetual.

**ARTICLE IV**

**MANAGEMENT**

Management of the Company is to be reserved to the members.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company in the State of Florida is Two Alhambra Plaza PH 1B, Coral Gables, FL 33134 and the name of the initial registered agent of the Company at that address is Murai Wald Biondo Moreno & Brochin, P.A.

**ARTICLE VI**

**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority in interest of the members of the Company and upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

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**ARTICLE VII**

**RIGHT TO CONTINUE BUSINESS**

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals this 20 day of May, 2005.

**MEMBERS' AUTHORIZED REPRESENTATIVE:**

**Murai Wald Biondo Moreno & Brochin,  
P.A.**

By:   
Cristina Echarte Brochin, Vice-President

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

**FOR**

**FRAGAR HOLDINGS LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

That **FRAGAR HOLDINGS LLC** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at County of Miami-Dade, State of Florida, has named Murai Wald Biondo Moreno & Brochin, P.A., located at Two Alhambra Plaza PH 1B, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 20 day of May, 2005.

**MURAI WALD BIONDO MORENO &  
BROCHIN, P.A.**

By: 

**Name: CRISTINA ECHARTE BROCHIN  
Title: Vice-President**