

L05000055046

(Requestor's Name)

1W OFFICES
MILLER & RASSNER, P.A.
7700 NORTH KENDALL DRIVE
SUITE 510
MIAMI, FLORIDA 33156

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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KRAMER & RASSNER, P.A.

7700 NORTH KENDALL DRIVE, SUITE 510
MIAMI, FLORIDA 33156

JEFFREY S. KRAMER, ESQUIRE
WAYNE H. RASSNER, ESQUIRE

TELEPHONE (305) 270-8876
FAX (305) 270-0849

May 23, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Hemisphere Distributor Group, LLC

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Organization regarding the above referenced LLC. We have enclosed our firm check, in the amount of \$155.00 which represents payment for the following:

Filing Fee Articles of Organization:	\$125.00
Certified Copy:	30.00

Please contact me to confirm your receipt of the enclosed. Please return the filed Articles (certified copy) in the self-addressed, stamped, envelope provided.

Your assistance is greatly appreciated.

Very truly yours,



Desiree V. Abrahams, asst. to
WAYNE H. RASSNER, ESQUIRE

WHR/dvb
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is: HEMISPHERE DISTRIBUTOR GROUP, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address: 1660 SW 63 Avenue
Miami, Florida 33155

Street Address: 1660 SW 63 Avenue
Miami, Florida 33155

ARTICLE III - Registered Agent, Registered Office:

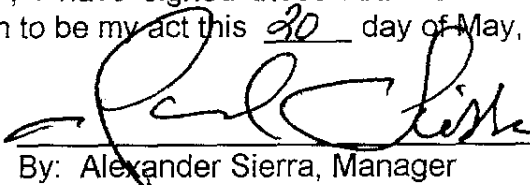
The name and the Florida street address of the initial registered agent are:

Kramer & Rassner, P.A.
7700 North Kendall Drive
Suite 510
Miami, Florida 33156

ARTICLE IV -Management: (If applicable)

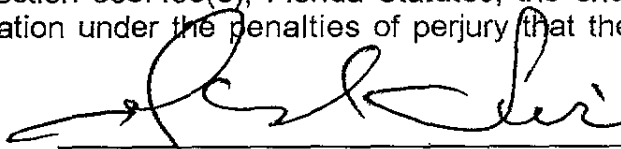
The Limited Liability Company is to be managed by the Member and is, therefore, a Member-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization as a member and acknowledged them to be my act this 30 day of May, 2005.


By: Alexander Sierra, Manager

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(In accordance with section 608.408(3), Florida Statutes, the execution of this change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

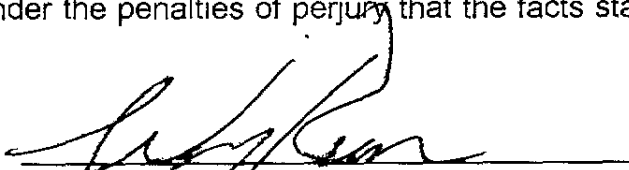


By: Alexander Sierra, Manager

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Wayne H. Rassner, Esquire
For Kramer & Rassner, P.A.

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