

L05000057178

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000143903 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

RECEIVED  
05 JUN -9 PM 4:45  
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

brain power investments l.l.c.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

FILED  
2005 JUN -9 A 9 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


HUS000143403

5

**ARTICLES OF ORGANIZATION  
OF  
BRAIN POWER INVESTMENTS L.L.C.**

The undersigned, as a member or an authorized representative of a member of the Company pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named **BRAIN POWER INVESTMENTS, L.L.C.**

**ARTICLE I.**

**NAME**

The name of the Limited Liability Company shall be **BRAIN POWER INVESTMENTS, L.L.C.**

**ARTICLE II.**

**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company shall be 7000 N.W. 37 Ave., Miami, Florida 33141.

**ARTICLE III.**

**DURATION**

The period of duration for the Limited Company shall be perpetual.

**FILED**  
JUN -9 A 9 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HUS000143903

**ARTICLE IV.**

**PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State Of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by laws.

**ARTICLE V.**

**MANAGEMENT**

This Limited Liability Company shall be managed by two Managing Members and the name and address of the Managing Members are:

RENATO LESSA JR. at 7000 N.W. 37 Ave., Miami, Fl 33147.

DANIEL A. ZIADI at 7000 N.W. 37 Ave. Miami, Florida 33147.

**ARTICLE VI.**

**ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interest each Member has in the Limited Liability Company. No individual Member and/or managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

FILED  
2005 JUN 1  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLE VII.**

**CONTINUATION AFTER INVOLUNTARY TERMINATION**

In the event of termination of the Limited Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.

  
RENATO LESSA JR.

MANAGING MEMBER

  
DANIEL ZIADI

MANAGING MEMBER

**FILED**

2005 JUN -9 A 9 35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H05000143403

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 606.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is:

**BRAIN POWER INVESTMENTS L.L.C.**

**7000 N.W. 37 Ave.**

**Miami, FL 33147**

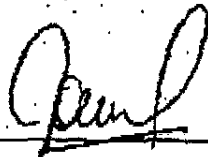
2. The name and address of the registered agent and office is:

**DANIEL A. ZIADI**  
Name

**7000 N.W. 37 Ave.**  
(P.O. Box or Mail Drop NOT acceptable)

**Miami, FL 33147**  
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.



**SIGNATURE**

**DANIEL ZIADI**

**DATE 6/7/2005**

**FILED**  
JUN - 9 A 9 35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

H05000143903