

1366001692241

ARTICLELESS JOINT VENTURE AGREEMENT

Article I. Name

The name of this Federal limited liability company is:
Redwood LLC

Article II. Address

The Company's street and mailing addresses is:

Redwood LLC
4550 SW 72nd Avenue
Miami FL 33155

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Paulina A. Cervantes, Esq.
1350 SW 72nd Avenue
Miami FL 33155 UNITED STATES

Article IV. Transferability of Membership Interests

No member shall have the right to assign (to another membership) or interests in the Company without the written agreement of all of the other 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 otherwise exercise any of the rights or powers of a member. The assignee shall not be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or other tax benefits which the assignor was entitled to exercise or assigned.

FILED
JUN 29 2003
STATE OF FLORIDA
COUNTY OF DADE

Paulina A. Cervantes | FLEB Agent | 305 748 1350
1350 SW 72nd Avenue
Miami FL 33155
305 298 4966

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Article V Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall be no
any distribution of profits and no separate distribution is approved by the affirmative
vote of the members who own more than 60% of the voting interest in the Company. The
voting members shall have complete discretion to make any distribution of profits.

Article VI Management

This will be a management company. The name and address of each manager is:

PAULINA M. SERVAANTES
13500 SW 72nd Avenue Miami FL 33155

Article VII Company Existence

The Company's existence shall begin effective as of 06/28/2005.

The undersigned authorize the representative of the member execute this Article of
Organization no. 1562382005

PAULINA M. SERVAANTES

By: [Signature] Member

RECORDED & INDEXED
MAY 28 2005
FILED

Paulina M. Servantes | File # 1562382005 | 05/28/05
13500 SW 72nd Avenue
Miami FL 33155
305-985-9888

106600 116234

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY

Re: **Franklin A. Czerwantes, LLC**

REGISTERED AGENT/OFFICE

Franklin A. Czerwantes, Esq.

461505577 Zank Avenue

Waltham MA 02455

UNLIMITED LIABILITY

I agree to act as registered agent to accept service of process for the company named above at the place designated in this statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with the state requirements and obligations of the registered agent position.

FRANKLIN A. CZERWANTES, ESQ.

by: *[Signature]*

Date: 5/28/2005

FILED
JUN 23 2005
RECEIVED AT STAFF
INTERNATIONAL

FILED

Franklin A. Czerwantes, Esq. (577458)

461505577 Zank Avenue

Waltham MA 02455

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