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Fax Number : (850) 205-0383

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA
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LIMITED LIABILITY COMPANY

CARLEON, LLC.

Certificate of Status	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

CARLEON, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is CARLEON, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principle Office. The address of the registered office of the limited liability company is 11925 SW 252 Street, Miami, FL 33031.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

1. Elio Leon, 11925 SW Bird Drive, Miami, FL 33175 (Member)
2. Raymond Cartaya, 15791 SW 252nd Street, Miami, FL 33031 (Managing Member)
3. Andres Leon, 3598 West 72nd Street, Hialeah, FL 33018 (Member)

8. Additional Members. The names and addresses of additional members(s) are as follows:

NONE

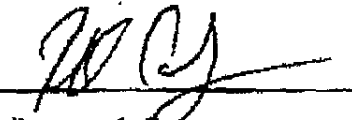
THIS INSTRUMENT PREPARED BY
ANTONIO J. SOTO, III, ESQ.
8500 W. FLAGLER ST., A-105
MIAMI, FL 33144-2037
FLA BAR # 302163

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

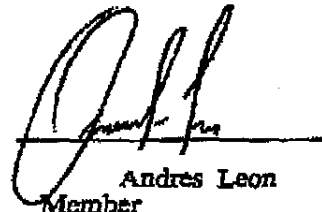
10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company



Elio Leon
Member



Raymond Cartaya
Managing Member



Andres Leon
Member

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

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

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is CARLEON, LLC
2. Registered Office. The address of the registered office of the limited liability company is 11925 SW Bird Drive, Miami, FL 33175.
3. Registered Agent. , is appointed, and by his signature below accepts appointment, to act as the Registered agent of Elio Leon, 11925 Bird Drive, Miami, FL 33175.

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



Elio Leon, Resident Agent (Member)

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STATE OF FLORIDA

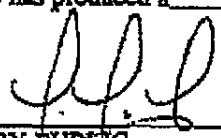
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of July, 2005

by Andres Leon who is personally known to me or who has produced a _____

as identification

NOTARY PUBLIC-STATE OF FLORIDA
 Maria Eugenia Santana
Commission # DD396983
Expires: MAR. 14, 2009
Bonded Thru Atlantic Bonding Co., Inc.



NOTARY PUBLIC
PRINT NAME: _____
COMMISSION NO EXPIRATION DATE: _____


STATE OF FLORIDA


COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of July, 2005

by Raymond Caraya who is personally known to me or who has produced a _____

as identification

NOTARY PUBLIC-STATE OF FLORIDA
 Maria Eugenia Santana
Commission # DD396983
Expires: MAR. 14, 2009
Bonded Thru Atlantic Bonding Co., Inc.



NOTARY PUBLIC
PRINT NAME: _____
COMMISSION NO & EXPIRATION DATE: _____


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of July, 2005

by Ello Leon who is personally known to me or who has produced a _____

as identification

NOTARY PUBLIC-STATE OF FLORIDA
 Maria Eugenia Santana
Commission # DD396983
Expires: MAR. 14, 2009
Bonded Thru Atlantic Bonding Co., Inc.



NOTARY PUBLIC
PRINT NAME: _____
COMMISSION NO EXPIRATION DATE: _____

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