

05000084004

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.

(((H05000203197 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 : ADORNO & YOSS, PA
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 460-1422

RECEIVED
05 AUG 24 PM 1:25
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

FUENTE MARKETING COMMUNICATIONS OF FLORIDA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

FILED
2005 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

05-84004
gc

FAX

To: Division of Corporations
Fax: 18502050383

Date: Wed, 24 Aug 2005 11:51:52 -
0400

From: Carlos Mas

of Pages: 4

Ref #: 009900.0007

Comments:

Please see attached Articles of Organization for filing. Thank you.

2005 AUG 24 11:51:52
ADORNO & YOSS LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134
(305) 460-1000
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone collect at (305) 460-1000 and return the original facsimile transmission to us at Adorno & Yoss LLP 2525 Ponce de Leon Blvd. Suite 400, Miami, Florida 33134 via the U. S. Postal Service. We will reimburse you for the postage. Thank you.

ARTICLES OF ORGANIZATION**OF****PUENTE MARKETING COMMUNICATIONS OF FLORIDA, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the limited liability company is Puente Marketing Communications of Florida, LLC, a Florida limited liability company (the "Company").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be 2525 Ponce de Leon Blvd., Suite 400, Coral Gables, Florida 33134, Attention: Carlos A. Mas.

ARTICLE III: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Carlos A. Mas, Esq. The address of the initial registered agent is 2525 Ponce de Leon Blvd., Suite 400, Coral Gables, Florida 33134.

ARTICLE IV: DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V: PROFITS AND LOSSES

Profits and losses shall be allocated to the member(s), as provided in the Operating Agreement, duly adopted and as amended from time to time by the member(s).

ARTICLE VI: RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing

(M1395013_1)

FILED
2005 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

ARTICLE VII: MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the member(s) for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial Member of the Company shall be Puente Marketing Communications, LLC, a Missouri limited liability company.

ARTICLE VIII: AMENDMENT

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 23rd day of August, 2005.



Carlos A. Mas
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Puente Marketing Communications of Florida, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 
Carlos A. Mas

Dated: August 23, 2005

FILED
AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA