

sent By :

3052791789;

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Page 1

Division of Corporations

Page 1 of 1

Florida Department of State  
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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : JORGE L. GURIAN P.A.

Account Number : 120010000123

Phone : (305) 279-4101

Fax Number : (305) 279-1489

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**MANUEL PENCHE, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

10/31/05

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**Articles of Organization for MANUEL PENCHE, LLC  
a Florida Limited Liability Company (FS § 608.407)**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be: **MANUEL PENCHE, LLC**

2. Mailing Address. The mailing address and the street address of the principal office of the limited liability company shall be: 2100 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

3. Duration/Continuation. The period of this company's duration shall be perpetual unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

4. Managing Members: The name and address of the individuals who will serve as managing members is as follows:

**Manuel Penche Garcia, Tomas Smid & Kamil Marvanek  
2100 Ponce De Leon Blvd., Suite 600  
Coral Gables, FL 33134**

5. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Jorge Gurian, 2100 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134.

6. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon receiving the written application of such new Member, and in the manner set forth in the Bylaws of this Company.

Fax Audit Number: H05000252534 3

Account Number: I20010000123

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Fax Audit Number: H05000252534 3

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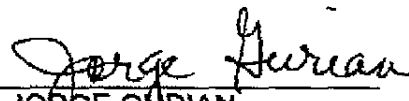
**7. Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

**8. Management of Company.** The business of the Company shall be managed by the *Managing Members*. The name and address of the *Managing Members* is set forth above in Article 4.

IN WITNESS WHEREOF, the undersigned incorporator(s), through their authorized representative, have hereunto set their hands and seals this 28<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
JORGE GURIAN  
AUTHORIZED REPRESENTATIVE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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

  
\_\_\_\_\_  
JORGE GURIAN

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Fax Audit Number: H05000252534 3

Account Number: I20010000123

Fax Audit Number: H05000252534 3  
Account Number: I20010000123

**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 A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MANUEL PENCHE, LLC
2. The name and the Florida street address of the registered agent are:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

*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.*

  
JORGE GURIAN

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Account Number: I20010000123

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