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Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

banderas properties, llc

Certificate of Status	0
Certified Copy	1
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11/2/2005 11:21 AM

ARTICLES OF ORGANIZATIONOFBANDERAS PROPERTIES, LLC

The undersigned subscribers to these Articles of Organization, each a natural person competent to contract, hereby associate themselves together to form a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of this limited liability company is:
BANDERAS PROPERTIES, LLC

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this limited liability company shall be:

- a) To engage and conduct in any business which is authorized and permitted by the Laws of the State of Florida.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other States, districts, territories, countries, or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other company and engage in the same or other character of business.

Prepared by:
Manuel L. Crespo, Esq., FB # 692653
10766 SW 104th St.
Miami, FL 33178
305-630-9966

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f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates, in respect of the shares of capital stock scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any limited liability company, joint stock companies, syndicates, associations, firms, trusts, or persons public or private, or by the government of the United States of America, or by any foreign government, or by any state territory, province, municipality or other political subdivision or by any governmental agency, and as owners thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the power conferred by the laws of Florida upon limited liability company formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE III. - MEMBERSHIP

The number of members may be changed by majority vote of the existing members to allow additional members. Contributions of capital made by new members shall be determined by existing members.

The capital contributions may be paid for in money, property, labor or services, at a just valuation to be fixed by the MEMBERS and/or MANAGERS at a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this limited liability company shall begin business is not less than:

100.00 contributed by subscribers as set forth herein.

Additional contributions may be made or required from time to time as decided by unanimous vote by the Board of MANAGERS.

ARTICLE V. - TERM OF EXISTENCE

This limited liability company is to exist 30 years.

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ARTICLE VI. - ADDRESS

The initial post office address of this limited liability company in the State of Florida is:

9660 SW 107 Avenue Unit 101-A Miami, FL 33176

The Board of MANAGERS may from time to time move the principal office to any other address in Florida.

2005 NOV -2 A 11:45
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TALLAHASSEE, FLORIDA

ARTICLE VII. - MANAGERS

This limited liability company shall have 1 MANAGER initially. The number of MANAGERS may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The limited liability company shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the limited liability company, and any person who serves at the request of this limited liability company, and a director or officer of any other limited liability company from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the limited liability company, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the limited liability company to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this limited liability company and any other limited liability company, and no act of this limited liability company shall in any way be affected or invalidated by the fact that any of the MANAGERS of the limited liability company are peculiarly or otherwise interested in or are MANAGERS or officers of such other limited liability company, any director, individually or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the limited liability company, provided that the fact that the firm so interested shall be disclosed or shall be been known to the Board of MANAGERS or such members thereof as shall be present at any meeting of the Board of MANAGERS at which action upon any such contract or transaction shall be taken, and any director of the limited liability company or is so interested may be counted in determining the

existence of a quorum at any meeting of the Board of MANAGERS of the limited liability company which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other limited liability company or not so interested.

ARTICLE VII - INITIAL MANAGERS & OFFICERS

<u>NAME</u>	<u>ADDRESS</u>
Guy Posschelle	9560 SW 107 Avenue Suite 211 Miami, FL 33146

The following officers will hold office initially until their successors are elected and have qualified:

Guy Posschelle, Manager

ARTICLE IX - SUBSCRIBERS/MEMBERS

The names and post office address of each subscriber/member of these Articles of Organization are:

<u>NAME</u>	<u>ADDRESS</u>	<u>Percentage of Contribution</u>
Guy Posschelle	9560 SW 107 Avenue Suite 211 Miami FL 33146	100%

ARTICLE X - AMENDMENT

These Articles of Organization may be amended in the manner provided by Law. Every amendment shall be approved by the Board of MANAGERS, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - REGISTERED AGENT

The Registered Agent and the Registered Office of this limited liability company shall be:
Manuel L. Crespo, Esq., 10765 SW 104 Street Miami FL 33176

IN WITNESS WHEREOF, the parties to these Articles of Organization have hereunto set their hands and seals this 1 day of NOVEMBER 2005.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI DADE

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2005 NOV -2 A 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared

GUY POSSCHELLE

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Organization, and acknowledge before me that they subscribed to these Articles of Organization.

WITNESS my hand and official seal in Dade County, State of Florida this 1 day of

December 2005.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

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In pursuance of Chapter 48.001, Florida Statutes, the following is submitted, in
compliance with said Act:

2005 NOV -2 A 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First - That BANDERAS PROPERTIES, LLC desiring to organize under the laws of the
State of Florida with its principal office as indicated in the articles of Organization at City of Miami
Beach, County of Miami-Dade, State of Florida has named MANUEL L. CRESPO, ESQ., located
at 10765 SW 104 ST MIAMI FL 33176, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated limited liability
company, at place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

By

Resident Agent

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