

L05000 11 7153

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.

(((H05000280193 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 : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

05 DEC -7 AM 10:05
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

05 DEC -7 AM 7:58

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

C&P Holdings, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

12/8/05

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000280193

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
C&P Holdings, LLC

Article II. Address

The Company's street and mailing address is:
C&P Holdings, LLC
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Jorge L. Piedra, Esq.
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the 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 to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Jorge Piedra, Esq. | FL Bar Member
Jorge L. Piedra, P.A.
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133
(305) 448-7064

H05000280193

Copyright © 1993-2005 CC

FILED
05 DEC -7 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000280193

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

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

ARMANDO COSIO
2950 S.W. 27th Avenue Suite 300 Miami FL 33133
JORGE L. PIEDRA
2950 S.W. 27th Avenue Suite 300 Miami FL 33133

Article VII. Company Existence

The Company's existence shall begin effective as of 12/7/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 12/7/2005.



JORGE PIEDRA, ESQ.

by D. Stoutt as attorney-in-fact

SECRETARY OF STATE
TALLAHASSEE FLORIDA

05 DEC -7 AM 10:05

FILED

Jorge Piedra, Esq. | FL Bar Member
Jorge L. Piedra, P.A.
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133
(305) 448-7064

H05000280193

H05000280193

STATEMENT OF REGISTERED AGENT


LIMITED LIABILITY COMPANY:

C&P Holdings, LLC

REGISTERED AGENT/OFFICE:

Jorge L. Piedra, Esq.
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133

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 and accept the obligations of the registered agent position.



JORGE L. PIEDRA, ESQ.
by D. Stoutt as attorney-in-fact

Date: 12/7/2005.

Jorge Piedra, Esq. | FL Bar Member
Jorge L. Piedra, P.A.
2950 S.W. 27th Avenue
Suite 300
Miami FL 33133
(305) 448-7064

H05000280193

Copyright © 1993-2005 CC

05 DEC 7 AM 10:05
FILED
STATE
TALLAHASSEE
FLORIDA