

L05000117600

3055038944 AX-100A

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.

((H05000281171 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 DEC -8 PM 1:03
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MILLENNTIUM FALCON LLC

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

FILED
05 DEC -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

12/08/05 12:54

13055038944 AY-MIA

Pg 001

FAX

To:
Fax: 18502050383
From: Margee Ryder
Ref #: 009905.0001

Date: Thu, 8 Dec 2005 12:53:52 -0500
of Pages: 4

Comments:

Ladies and Gentlemen:

Attached hereto are the Articles of Organization for Millennium Falcon LLC for filing with the Florida Secretary State. Thank you.

Adorno & Yoss LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134

(305) 460-1000

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
MILLENNIUM FALCON LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is Millennium Falcon LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attn: Henry N. Adorno, Esq.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is Dennis J. Olle, Esq., 2525 Ponce De Leon Boulevard, 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 members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

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

(MOR/009905.0001AA1433215_1)

FILED
05 DEC -8 AM 11:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

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 members 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 Managers of the Company shall be Henry N. Adorno and Lisa Coe Adorno.

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 8th day of December, 2005.



Dennis J. Olle, Esq.
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Millennium Falcon 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.



Dennis J. Olle, Esq.

Dated: December 8, 2005

FILED
05 DEC -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA