

L05000120856

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(Business Entity Name)

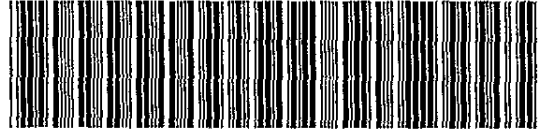
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12/16/05

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TALLAHASSEE, FLORIDA

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**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. BIRD TERRACE DEVELOPMENTS, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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**ARTICLES OF ORGANIZATION  
OF  
BIRD TERRACE DEVELOPMENTS, LLC**

**Article I  
NAME**

The name of this Florida limited liability company is BIRD TERRACE DEVELOPMENTS, LLC

**Article II  
PRINCIPAL PLACE OF BUSINESS**

The initial street address of the company's principal place of business and the mailing address of the company is 2850 Douglas Road, Suite 400, Coral Gables, FL 33134

**Article III  
REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Company is Hector Hernandez, Esq. The street address of the Company's registered office in the State of Florida is 2850 Douglass Road, Penthouse Suite, Coral Gables, Florida 33134.

**Article IV  
NO MEMBER LIABILITY**

The private property of the member's shall not be subject to payment of the corporate debts in any event.

**Article V  
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.

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**Article VI  
INITIAL MEMBERS**

The initial members of the company are:

GALLARDO CONVERSIONS CORP.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

**Article VII  
MANAGEMENT**

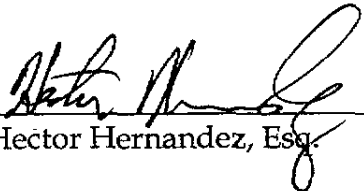
This will be a member-managed company. The name and address of the member-manager is:

GALLARDO CONVERSIONS CORP.  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

**Article VII  
COMPANY EXISTENCE**

The company's existence shall begin effective as of December 16, 2005.

The undersigned authorized agent of a member executed these Articles of Organization on December 16, 2005.

  
\_\_\_\_\_  
Hector Hernandez, Esq.

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

1. The name and address of the Company is:

**BIRD TERRACE DEVELOPMENTS, LLC**  
2850 Douglas Road, Suite 400  
Coral Gables, FL 33134

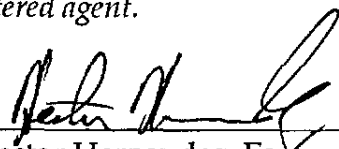
2. The name and address of the registered agent and office is:

Hector Hernandez, Esq.  
2850 Douglas Road, Penthouse Suite  
Coral Gables, FL 33134

**ACKNOWLEDGMENT**

*Having been named as registered agent and to accept service of process for the above stated 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 am familiar with and accept the obligations of my position as registered agent.*

Dated this 16th day of December, 2005.

  
\_\_\_\_\_  
Hector Hernandez, Esq.  
Registered Agent's Signature