

WL 000049124

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(City/State/Zip/Phone #)

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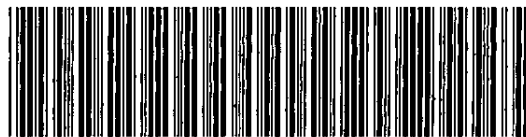
(Business Entity Name)

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T. CLINE

AUG 11 2008

EXAMINER

WL-49124

# **CST Business & Financial Services**

1500 N. University Drive  
Suite 273  
Coral Springs, FL 33071  
TEL: (954) 323-8224 / FAX (954) 323-4057  
Email: [cstfinancial@hotmail.com](mailto:cstfinancial@hotmail.com)

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August 1, 2008

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Orion Group, LLC**

Gentlemen:

I have enclosed on behalf of subject client the Articles of Amendment and Restatement with the applicable fees.

Please return all correspondence concerning this matter

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
1500 N. University Drive, Suite 273  
Coral Springs, FL 33071

The enclosed check for \$60.00 represents the filing fee for the amendment and restatement of the Articles of Organization and the issuance of a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,

  
Carmen S. Romero-Tejeda

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TALLAHASSEE, FL 32301

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**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**ORION GROUP, LLC**

These Amended and Restated Articles of Organization Incorporation were adopted by the Member(s) pursuant to the provisions of the Florida Limited Liability Company Act, Florida Statutes Annotated, Section 608.411. Each amendment set forth in this Amended and Restated Articles of Organization was approved by the Member(s) by a vote sufficient for approval of this amendment. These Amended and Restated Articles of Organization supersedes the original Articles of Organization, as filed.

**ARTICLE 1 - NAME**

The old name of the limited liability company is listed below; the name of this Florida Limited Liability Company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this amendment document.

Current/New Name: **ORION GROUP, LLC**  
Old Name: **ORION GROUP, LLC.**

**ARTICLE 2 - DATE OF ARTICLES OF ORGANIZATION**

The Articles of Organization for the limited liability company were filed on May 11, 2006 and assigned document number L06000049124.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of the limited liability company shall be 10350 W. McNab Road, Tamarac, FL 33321 and the mailing address is the same as the street address.

#### **ARTICLE 4 -DURATION**

Subject to the provisions of Article 10, the Limited Liability Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or Operating Agreement.

#### **ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which this limited liability company is organized is to engage in and transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE 6 - REGISTERED AGENT**

The registered agent of this Company is Juan J. Molina, 745 SW 148<sup>th</sup> Avenue, Unit 803, Davie, FL 33325.

#### **ARTICLE 7 - MANAGEMENT**

The Company shall be a member-managed limited liability company in which the management shall not be vested in all of the members but as specified below.

The name(s) of all members and/or member manager(s) is/are:

<b>Manager Member:</b>	<b>Juan J. Molina</b>	<b>33.333%</b>
<b>Member:</b>	<b>Manuel A. Erminy</b>	<b>33.333%</b>
<b>Member:</b>	<b>Andres Abad</b>	<b>33.333%</b>

The mailing address of the member(s) and/or manager member(s) shall be the same as of the principal office of the Company.

#### **ARTICLE 8 - ADMISSION OF NEW MEMBER**

Member(s) of the limited liability company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the

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existing member(s), and the existing member(s) shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE 9 - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No member shall have the right to assign, sell or transfer their membership interests to persons outside of the limited liability company without first obtaining the written agreement of all of the members. If the assignment, sale or transfer is not approved by all of the membership interests, the member shall then assign equally his membership interest in the allocations of income, gain, loss deduction, distribution, credit or similar to the other members of the Limited Liability Company.

#### **ARTICLE 10 - TERMINATION OF EXISTENCE**

The Limited Liability Company shall be dissolved upon 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 Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of the remaining members, provided there are at least one remaining member.

#### **ARTICLE 11 - INDEMNIFICATION AND INSURANCE**

The Limited Liability Company shall indemnify its members who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Limited Liability Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding.

The Limited Liability Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Limited Liability Company against liability if authorized in the specific case after determination, in the manner

required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s).

The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Limited Liability Company shall apply when such persons are serving at the Limited Liability Company's request while a member, manager, employee or agent of the Limited Liability Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Limited Liability Company.

The Limited Liability Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding.

The Limited Liability Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Limited Liability Company, whether or not the Limited Liability Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Limited Liability Company or the ability of the Limited Liability Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal

representatives of such persons

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Amended and Restated Articles of Organization at Tamarac, Florida for the foregoing uses and purposes, this 1st day of May, 2008.

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Juan J. Molina, Managing Member

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

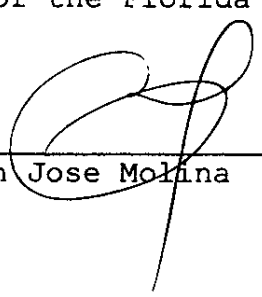
**LIMITED LIABILITY COMPANY:**

ORION GROUP, LLC

**REGISTERED AGENT/OFFICE:**

JUAN JOSE MOLINA  
745 SW 148<sup>TH</sup> AVENUE, UNIT 803  
DAVIE, FLORIDA 33325

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in this Certificate. 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 position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
Juan Jose Molina

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