

# Florida Department of State

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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To:

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Fromt

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (305)672-0686 Phone Fax Number : (305)672-9110

# FLORIDA/FOREIGN LIMITED LIABILITY CO.

Caribbean Partners, L.L.C.

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## ARTICLES OF ORGANIZATION

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#### Article I. Name

The name of this Florida limited liability company is: Caribbean Partners, L.L.C.

#### Article II. Address

The Company's street and mailing address is: Caribbean Partners, L.L.C. 2260 N.W. 27th Avenue Miami FL 33142 U.S.A.

#### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

## 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.

George Sirota | FL Bar Member 293849 Sirota and Associates, P.A. 200 South Biscayne Boulevard, Suite 5120 Miami FLORID 33131 305-373-1995

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Article V. Distribution of Profits

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Article V. Distribution of Profits

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Unless otherwise provided in the Company's Operating Agreement, there shall not be ATE 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:

LOUIS MAURICE LANCRY 2260 N.W. 27th Avenue Miami FL 33142

### Article VII. Company Existence

The Company's existence shall begin effective as of 6/5/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 6/5/2006.

GEORGE STROT

by T. Baez as actorney-in-fact

George Sirota | FL Bar Member 293849 Sirota and Associates, P.A. 200 South Biscayne Boulevard, Suite 5120 Miami FLORID 33131 305-373-1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# STATEMENT OF REGISTERED AGENT

# LIMITED LIABILITY COMPANY:

Caribbean Partners, L.L.C.

#### **REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES

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.

CORPORATE CREATIONS NETWORK INC.

Taide Baez, Vice President

Date: 6/5/2006.

George Sirota I FL Bar Member 293849 Sirota and Associates, P.A. 200 South Biscayne Boulevard, Suite 5120 Miami FLORID 33131 305-373-1995