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FLORIDA/FOREIGN LIMITED LIABILITY CO.

uptown marina 508 llc

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ARTICLES OF ORGANIZATION
OF
UPTOWN MARINA 508 LLC

ARTICLE I -Name:

The name of the Limited Liability Company is: UPTOWN MARINA 508 LLC

ARTICLE II- Address:

The mailing address and street of the principal office of the Limited Liability Company is:

16445 Collins Ave Unit 2128
Sunny Isles Beach, FL 33160

ARTICLE III - Registered Agent, Registered Office and Acceptance Agent:
The name and Florida street address of the registered agent are:

Gloria Jacqueline Diaz
16445 Collins Ave Unit 2128
Sunny Isles Beach, FL 33160

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am Familiar with and accept the obligations of my position as registered agent as provided for in chapter 608, F S.

Gloria Jacqueline Diaz

Gloria Jacqueline Diaz Reyes
Agent.

Oscar Goncalves

Oscar Goncalves
Member

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UNANIMOUS WRITTEN CONSENT OF THE INITIAL MEMBERS IN LIEU OF AN ORGANIZATIONAL MEETING OF UPTOWN MARINA 508 LLC

The undersigned Member of **UPTOWN MARINA 508 LLC**, a Florida limited liability company (the "Company"), does hereby consent to the following organizational actions pursuant to the Florida Limited Liability Company Act:

RESOLVED, That the Articles of Organization of the Company Filed with the Department of State of the State of Florida, are approved and ordered to be filed in the Minute Book of the Company as a part of the permanent records of the Company.

RESOLVED, That the Operating Agreement in the form presented to Members for review is adopted as the Operating of this Company, and that a copy of the Operating Agreement is ordered to be filed in the Minute Book immediately following the certified copy of the articles of Organization.

RESOLVED, that the following persons are appointed to the offices set forth next to their names of the Company, to serve in such capacities until the first annual meeting of the Members and Managers or until their successors have been duly elected and qualified or until their earlier resignation, removal or death:

Oscar Goncalves	Managing Member - President and Treasurer
Caterina Badiello	Managing Member -Vice-president and Secretary

RESOLVED, That the Secretary is instructed to retain custody of the Minute Book and to insert therein this Consent and the minutes of all proceedings of Members of this Company.

RESOLVED, that the form of share certificate for shares of the common stock of the Company presented to the members is approved and adopted , and the Secretary is instructed to insert a specimen thereof in the Minute Book of the Company.

RESOLVED, that a Company seal for the Company be approved and adopted, in such form as the Manager of the Company may determine from time to time, as the Company Seal of this Company.

RESOLVED, the Company is authorized to issue, effective as of August 9, 2006 One Hundred and Two (102) Units for a capital contribution of \$ 102,000 to:

Caterina Badiello	51 Units for a capital contribution of \$ 51,000
Oscar Goncalves	51 Units for a capital contribution of \$ 51,000

RESOLVED, That Oscar Goncalves the President of the Company, be and hereby is authorized and directed in the name and on behalf of the Company to negotiate, execute and deliver to the appropriate parties the LLP Agreement, in substantially the form as has been provided to the Company and incorporating such changes therein as

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06 AUG 14 AM 10:45

52

said officer may approve, and he is further authorized and directed from time to time thereafter to negotiate, execute and deliver such supplements, modifications, amendments or restatements of the LLP Agreement and any additional agreements and documents as said officer may approve as necessary or desirable to carry out the intent or purposes thereof or of these Resolutions, with the execution of the foregoing being conclusive evidence of the signing officers approval thereof and its further.

RESOLVED, that Oscar Goncalves be, and he hereby is, authorized and directed in the name and on behalf of the Company to do an perform any and all such other such acts and things, to sign or make such other agreements, certificates, instruments, notices, requests, resolutions statements and other documents and communications, and to take or omit such other actions as he in his sole discretion may deem necessary or desirable

RESOLVED, that for he purpose of authorizing the Company to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this Company to transact business, the proper officers of this Company are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and under the Company Seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Company to transact business therein.

RESOLVED, Oscar Goncalves and/or Caterine Badiello, acting jointly or individually, be and hereby are authorized to open, and to designate authorized signatories in connection therewith, on behalf of the Company any brokerage, bank, savings and loan or securities accounts as he may deem necessary or appropriate at any brokerage house and/or banking institution, and to endorse any checks, drafts, notes, orders and bills of exchange payable to the Company and to give trading instructions with respect to any brokerage account; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the Company; and its further.

RESOLVED, That the Members hereby adopt any form of resolutions required by such banking institutions and brokerage houses in connection with such accounts

RESOLVED, that the Company shall file an Application for Employer Identification Number (IRS Form SS-4) to obtain federal Employer Identification Number and the appropriate officers of the Company be and hereby are, authorized and directed to evidence such filing by completing and filing Form SS-4 with the Internal Revenue Service.

RESOLVED, that the Company is authorized to pay all charges and expenses incident to and arising out of the organization of this Company and to reimburse any person who has made any disbursements therefore.

RESOLVED, that the managers, officers, attorneys and agents of the Company shall be promptly reimbursed by the Company (or by its members and partners)for advances of funds made by such managers, officers, attorneys and agents on behalf of

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06 AUG 14 AM 10:45

66

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the Company to pay for any and all formation, organizational and other fees and expenses incurred in establishing the Company.

RESOLVED, that in addition to and without limiting the foregoing, the appropriate Managers and officers of the Company be, and each of them hereby is, authorized to take or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as such officer may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and hereby are, approved, ratified and confirmed in all respects as the act and deed of the Company.

DATED effective as of August 9, 2006

MEMBERS:



Oscar Gonçalves



Caterina Badiello

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06 AUG 14 AM 10:15

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