

# Florida Department of State

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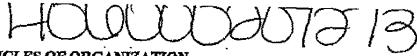
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## micari holdings, llc

Certificate of Status	0	
Certified Copy	1	
Page Count	05	
Estimated Charge	\$155.00	

8/17/2006 1:56 PM





# ARTICLES OF ORGANIZATION OF MICARI HOLDINGS, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

### ARTICLE I

### NAME

The name of the limited liability company is MICARI HOLDINGS, LLC (the "Company").

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### **ADDRESS**

The principal office and mailing address of the Company is:

520 Brickell Key Drive Suite O-305 Miami, FL 33131

# SECRETARY OF STATE TALLAHASSEE, FLORIDA

### ARTICLE III

### REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
FREEMAN, HABER, ROJAS & STANHAM, LLP
Stephen A. Preeman, Esq.
Florida Bar No.: 146795
520 Brickell Key Drive, Suite O-305
Mismi, Florida 33131
Telephone: (305) 374-3800

### ARTICLE IV

### MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successor is duly elected and qualified, shall be:

Daniel Gutman

### ARTICLE V

### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

### ARTICLE VI

### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or husiness permitted under the laws of the United States and the State of Florida.

### ARTICLE VII

### ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

### ARTICLE VIII

### **OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of August, 2006.

Stephen A. Freeman

Duly Authorized Representative of a

Member

DOB AUG 17 A 11:

The undersigned agrees to act as registered agent for MICARI HOLDINGS, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 12 day of 1202.

TRANSGLOBAL CORPORATE ADMINISTRATION, LLC

By. Hildie Lorie-Aristondo, Director

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