

Florida Department of State

Division of Corporations

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To: Division of Corporations  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

12625, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Handwritten initials



August 24, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

12625, LLC  
7220 N.W. 36 STREET, UNIT 602  
MIAMI, FL 33155

SUBJECT: 12625, LLC  
REF: W06000037474

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Document Specialist

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DIVISION OF CORPORATION

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

④

OF

12625, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is 12625, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

The period of duration of the Company shall be as specifically reflected in the Operating Agreement of the Company.

3. Purpose.

The purpose for which the Company is organized is to engage in the business of construction and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is, and the street address of the place of business for the Company is 7220 N.W. 36 Street, Unit 602, Miami, FL 33155. This address may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Jay R. Tome, Esq., c/o Bermudez, Haralson & Tome, LLP, and the initial registered office is located at 8300 N.W. 53 St., Suite 300, Miami, FL 33166.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

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7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
<u>Jorge Millan</u>	<u>Sole Manager &amp; President &amp; Chief Executive Officer</u>
_____	_____
_____	_____

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10. Indemnification.

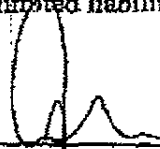
Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

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Executed at Miami, Miami-Dade County, Florida, on August 22, 2006.

12625, LLC,  
a Florida limited liability company

By:



Jorge Millan, Member, Manager, President  
& CEO

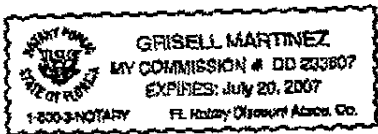
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on August 22, 2006, by Jorge Millan, as Member, Manager, President and C.E.O. of 12625, LLC, who (✓) is personally known to me or ( ) produced \_\_\_\_\_ as identification.



Notary Public, State of Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, 12625, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

- 1. The name of the limited liability company is 12625, LLC.
2. The name and street address of the registered agent in Florida are:

Jay R. Tome, Esquire
Bernandez, Haralson & Tome, LLP
8300 N.W. 53rd Street
Suite 300
Miami, Florida 33166

The undersigned, being the person named in the articles of organization of 12625, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent

Handwritten signature of Jay R. Tome, Esquire.
Jay R. Tome, Esquire

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