

Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VANGAB, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
VANGAB, L.L.C.
A Florida Limited Liability Company**

This Operating Agreement (this "Agreement") of VANGAB, L.L.C. is entered into by Roberto Fente and Gabriella Fente, as the initial members (each, a "Member" and collectively, the "Members"), and each other person who may be admitted as a member from time to time.

The Members hereby form a limited liability company pursuant to and in accordance with the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act"), and hereby state as follows:

1. Name. The name of the limited liability company formed hereby is VANGAB, L.L.C. (the "Company").

2. Purpose. The Company is formed for the object and purpose of engaging in any and all activities and businesses permitted under the laws of the United States and of the State of Florida.

3. Principal Place of Business. The Company's Principal Place of Business shall be located at 9088 W. Atlantic Boulevard, Apt.# 527, Coral Springs, Florida 33071.

The company may maintain such other offices as the Members may from time to time deem advisable. The Principal Place of Business of the Company may be changed from time to time by Members.

4. Registered Agent. The Company shall continuously maintain an agent in the State of Florida for service of process who is an individual residing in said state. The name and address of the initial registered agent shall be Gloria Roa Bodin, 2655 LeJeune Road, Suite# 1001, Coral Gables, Florida 33134.

ACCEPTANCE OF APPOINTMENT:


Gloria Roa Bodin

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5. Members. The name and addresses of the initial members are as follows:

| <u>Name:</u> | <u>Address:</u> |
|-----------------|--|
| Roberto Fente | 9088 W. Atlantic Boulevard, Apt.#527 Coral Springs, Florida 33071 |
| Gabriella Fente | 9088 W. Atlantic Boulevard, Apt.#527 Coral Springs, Florida 33071 |

6. Powers. The business and affairs of the Company shall be managed by the Members. Except as otherwise specifically set forth in the Articles of Organization of the Company with respect to the binding authority of the special co-manager, the affirmative vote of the Member(s) holding a majority of all outstanding Company interests shall be necessary to bind the Company with respect to any action or agreement binding the Company. Upon receipt of the requisite vote, any Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise possessed by such Member under the laws of the State of Florida. Roberto Fente and Gabriella Fente are hereby authorized to execute and file the articles of organization of the Company with the Florida Secretary of State pursuant to the Act.

7. Dissolution. The Company shall dissolve and its affairs shall be wound up upon the first to occur of the following: (a) fifty (50) years from the effective date of the articles of organization of the Company; (b) the written consent of a majority of the Members, (c) the death, retirement, expulsion, bankruptcy of any of the initial Members or the occurrence of any other event which terminates the continued membership of any of the initial Members in the Company, or (d) the entry of a decree of judicial dissolution under the Act.

8. Capital Contributions. The initial members have contributed the following amounts, in cash, and no other property, to the Company, and shall have the following percentage interest in the company:

| <u>NAME</u> | <u>CAPITAL</u> |
|-----------------|----------------|
| Roberto Fente | \$50,000.00 |
| Gabriella Fente | \$50,000.00 |

9. Additional Contributions. No Member is required to make any additional capital contribution to the Company.

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