

# Florida Department of State **Division of Corporations** Public Access System

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Division of Corporations

To:

: EMPIRE CORPORATE KIT COMPANY

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RIDA/FOREIGN LIMITED LIABII

# benca Ilc.

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# ARTICLES OF ORGANIZATION OF

#### BENCA LLC.

#### ARTICLE I

# NAME

The name of this limited liability company is Benea LLC. (the "Company")

#### ARTICLE II

# DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provider by law, or as provided in the regulations adopted by the members (the "Regulation").

# ARTICLE III

#### PURPOSE

The Company is created for the purpose of transacting and engaging in any activity of business authorized under the Florida Statutes.

# ARTICLE IV

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 901 Ponce de Leon Blvd. Suite 501 Coral Gables, Fl. 33134 and such other place or places as the members from time to time may determine. The mailing address of the Company is the same

#### ARTICLE V

# INTIAL REGISTERED OFFICE AND REGISTERED NOTICE

The initial registered agent of the Company shall be Andres J. Iriondo The address of the initial registered agent is 901 Ponce de Leon Blvd., Suite 501 Coral Gables, Fl. 33134.

#### ARTICLE VII

#### MANAGEMENT

The Company will be managed by a managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his

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successor is selected and qualified in accordance with the Regulations is:

Andres J. Iriando 901 Ponce de Leon Blvd., Suite 501 Coral Gables, Fl. 33134

# ARTICLE III

# NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member upon such terms and conditions as set forth in the Regulation, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

# ARTICLE IX

# DISOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be terminated and dissolved upon:

(A) the vote of all members holding an interest in the Company;

(B) the expiration of the term of the Company; or

(C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHERWOF, the undersigned have caused these Articles of Organization to be executed on the 25th day of September, 2006 effective upon filling same with the Florida Department of State.

Andres J. Iriondo

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STATE OF FLORIDA COUNTY OF MIAMI DADE	) ) \$S: )			
The foregoing instrument was acknowledge. Andres J. Iriondo, as Mauager, who is personally knowledge.	vho did execute th	ne foregoing Articles		
Signature - NOTARY PUBLIC  Fricke Boldeloner		ERICKA A. BALD MY COMMISSION & EXPIRES: February	CO 189483	06 SEP
Printed Name of Notary Public  Tel 25, 7003  Commission expires:		RL Notiny Observed		FILED P 26 AM 8: 4
Printed Name of Notary Public		••		· ~
Commission expires:				•



### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: Benca, LLC
- 2. The name and the Florida street address of the registered agent is:

Andres J. Iriondo 901 Ponce de Leon Blvd, Suite 501 Coral Gables, Fl. 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company of the plate designated in the certificate, I hereby accept appointment as registered agent and agree to see in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.

Andrea-I triondo

ERICKA A. BALDELONIAR MY COMMISSION # 08 165469 EXPRES: FEDILIBRY 25, 2007

400-5 NOTARY FL NORW DIRECUIT ASSOT CO.

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