

L06000/06851

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000266850 3)))



H060002668503ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

06 NOV -2 PM12:08

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850)205-0383

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SEVENTH STREET HOLDINGS, LLC

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

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN NOV - 3 2006

FILED STATE
SECRETARY OF CORPORATIONS
NOV - 2 AM 9:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 NOV -2 AM 9:38

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Company is 155 SW 25th Road, Miami, Florida 33129, and the name of its initial Registered Agent at such address is Cosme de la Torriente.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 837 Lorca St., Coral Gables, Florida 33134.

Article VI
Organizer

The name and address of the organizer is:

Cosme de la Torriente, Esq.
155 SW 25th Road
Miami, Florida 33129

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by managers. The initial managers are to serve until successors are qualified and elected, are:

WALDO TOYOS
WALDO TOYOS, III

Article IX
Indemnification

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 NOV -2 AM 9:38

The Company shall indemnify any Member and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Officer in the event of (i) a breach of such Member and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officer is proper in the circumstances because such Member and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person

H00000260850

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 NOV - 2 AM 9:38

Article X
Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated: November 2, 2006

Cosme de la Torre, Esq.
Organizer

ACCEPTANCE OF REGISTERED AGENT

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 OF REGISTERED AGENT AND AGREE TO ACT 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cosme de la Torre, Esq.

DATE: November 2, 2006

FILED BY:
Cosme de la Torre, Esq.
155 SW 25th Road
Miami, Florida 33129
FBN: 191728
Tel. (305) 857-3434

H00000260850