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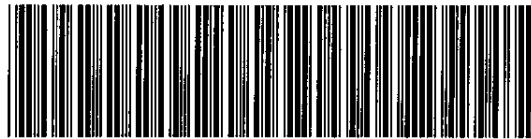
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07 MAR -5 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan MAR -6 2007

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VALKIM., L.L.C.

(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lina Barroso

(Name of Person)

Z&B Accounting and Tax Service

(Firm/Company)

7135 West 3rd Court

(Address)

Hialeah, FL 33014

(City/State and Zip Code)

For further information concerning this matter, please call:

Lina Barroso

(Name of Person)

at ( 305 ) 345-8399

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|---|---|--|

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## ARTICLES OF ORGANIZATION OF VALKIM., L.L.C.

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07 MAR -5 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be VALKIM., L.L.C., and its principal office shall be located at 10046 Griffin Road, Cooper City, Fl 33328 County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in thee Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or

extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLES III. EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV. MANAGEMENT**

The limited liability company shall be managed by one manger. The name and address of the manager who shall serve until a successor is elected and qualified is as follows:

Natalia Villa Ruiz, 11707 NW 12<sup>th</sup> Street, Pembroke Pines, Fl 33026

### **ARTICLES V. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company

may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VI. INITIAL MEMBERS**

The limited liability company shall have as its initial members the following:

Edison Ruiz  
Natalia Villa Ruiz

#### **ARTICLE VII. CAPITAL CONTRIBUTIONS**

Capital contributions in cash shall be paid to the limited liability company by each member in the following percentage shares: Edison Ruiz 50%, Natalia Villa Ruiz 50%. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### **ARTICLE VIII. PROFIT AND LOSSES**

(a) *Profit sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on a date to be determined based upon written consent of all members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### **ARTICLE IX. DURATION**

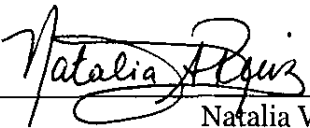
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 10046 Griffin Road, Cooper City, Fl 33328. County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Natalia Villa Ruiz.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of VALKIM. , L.L.C.

Executed by the undersigned at Hialeah, Florida on Feb. 28., 2007

  
\_\_\_\_\_  
Natalia Villa Ruiz

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA )  
                                  ) &&  
COUNTY OF DADE )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement of designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is VALKIM., L.L.C.

The name of the registered agent for VALKIM., L.L.C. is Natalia Villa Ruiz, and the street address of the company's principal office where the agent is located is 10046 Griffin Road, Cooper City, Fl 33328.

This Statement is to acknowledge that, as indicated above, VALKIM., L.L.C. has appointed me, Natalia Villa Ruiz, as its registered agent to accept service to process for the company at the place designated above in this certificate. I accept this appointment as 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.

Dated, 28 day of February 2007

Natalia Villa Ruiz  
Natalia Villa Ruiz

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Feb. 2007, by Natalia Villa Ruiz, agent on behalf of Valkim., L.L.C. She is personally known to me or has produced \_\_\_\_\_ as identification.

Lorena Zambrano  
Notary Public, State of Florida

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07 MAR -5 PM 1:29  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

My Commission Expires:



LORENA ZAMBRANO  
MY COMMISSION # DD 438558  
EXPIRES: June 13, 2009  
Bonded Thru Budget Notary Services