

Florida Department of State
 Division of Corporations
 Public Access System
 Electronic Filing Cover Sheet

L0700049691

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.

((H07000127955 3)))



H070001279553ABC3

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY -9 AM 11:36

FILED

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

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

FLORIDA/FOREIGN LIMITED LIABILITY CO.

taima investments, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

RECEIVED

07 MAY -9 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DB

Electronic Filing Menu

Corporate Filing Menu

Help

HO 100012 1955

6

ARTICLES OF ORGANIZATION
OF
TAIMA INVESTMENTS, LLC

FILED
07 MAY - 9 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §608.411(3).

ARTICLE I
NAME

The name of the limited liability company shall be TAIMA INVESTMENTS, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131.

ARTICLE III
DURATION

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is as follows:

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company

and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. The name and address of the initial members of the Company and their corresponding "Membership Interest" percentages, as defined in Florida Statutes §608.402(23), are as follows:

<u>Member Name</u>	<u>Membership Interest Percentage</u>
Desiree Taima Hervas c/o Santiago J. Padilla, P.A. 1001 Brickell Bay Drive, Suite 1704 Miami, Florida 33131	100%

ARTICLE VI MANAGEMENT

The Company shall be a member-managed company as provided in Florida Statutes, §608.422, and shall be managed by the members in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. Set forth below are the names of the initial Managing Members of the Company:

<u>Managing Member Name</u>
Desiree Taima Hervas c/o Santiago J. Padilla, P.A. 1001 Brickell Bay Drive, Suite 1704 Miami, Florida 33131

ARTICLE VII INDEMNIFICATION


To the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2)

FILED
07 MAY -9 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

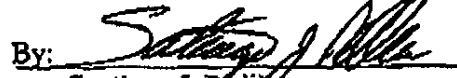
that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this the 9th day of May, 2007.

Attest:


Santiago J. Padilla,
Secretary of Organizer

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla,
President of Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

FILED
07 MAY -9 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

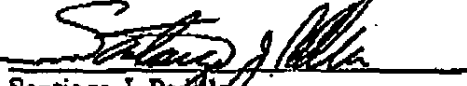
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes, Section 608.415, the following is submitted:


TAIMA INVESTMENTS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Dated: May 9, 2007

Attest:


Santiago J. Padilla
Secretary of Organizer

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla
President of Organizer

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

FILED
07 MAY -9 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TAJMA INVESTMENTS, LLC

Dated: May 9, 2007


Santiago J. Padilla,
Secretary of Registered Agent

By: Santiago J. Padilla
Santiago J. Padilla,
President of Registered Agent

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

FILED
07 MAY -9 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA