

**L07000055316**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.

(((H07000141486 3)))



H070001414863ABC+

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

## To:

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

## From:

Account Name : ADORNO & YOSS, PA  
Account Number : 072100000120  
Phone : (305) 860-7098  
Fax Number : (305) 460-1422FILED STATE  
SECRETARY OF CORPORATIONS  
07 MAY 24 AM 8:54

RECEIVED

07 MAY 24 PM 3:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

## ECU Americas, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

JD

Electronic Filing Menu

Corporate Filing Menu

Help

05/24/07 15:30 ,

13055039590 AY-MIA

Pg 001

FAX

To: Division of Corporations  
Fax: 18502050383

Date: Thu, 24 May 2007 15:28:45 -  
0400

From: Cynthia L. Moore

# of Pages: 4

Ref #: 212896.0004

Comments:

ECU Americas, LLC - articles

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 MAY 24 AM 8:54

Adorno & Yoss LLP  
2525 Ponce de Leon Boulevard  
Suite 400  
Miami, Florida 33134

(305) 460-1000

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone collect at (305) 460-1000 and return the original facsimile transmission to us at Adorno & Yoss LLP 2525 Ponce de Leon Blvd. Suite 400, Miami, Florida 33134 via the U. S. Postal Service. We will reimburse you for the postage. Thank you.

H07000141486 3

**ARTICLES OF ORGANIZATION  
OF  
ECU AMERICAS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I  
NAME**

The name of the limited liability company is ECU Americas, LLC (the "Company").

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1400 NW 107<sup>th</sup> Avenue, 5<sup>th</sup> Floor, Miami, Florida 33172.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Robert B. Macaulay, Adorno & Yoss LLP, 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V  
PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

**ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no

(M161B468\_1)

H07000141486 3

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
MAY 24 AM 8:54

H07000141486 3

right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

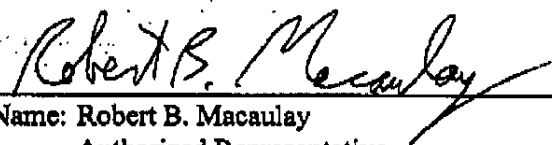
#### ARTICLE VII MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with 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 business and operations of the Company, not inconsistent with Florida law or the Articles.

#### ARTICLE VIII AMENDMENT

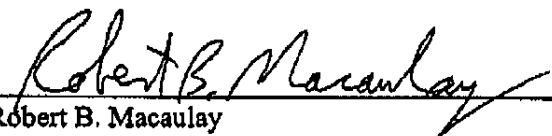
The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 24<sup>th</sup> day of May, 2007.

  
Name: Robert B. Macaulay  
Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ECU Americas, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

  
Robert B. Macaulay

Dated: May 24, 2007

H07000141486 3