

06/25/2007 10:21 5616941639

AGE 01/04

Division of Corporations

http://efile.sunbiz.org/scripts/efilcovr.exe

607000066307

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.

((H07000165583 3)))



H07000165583ABC2

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 : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

RECEIVED

07 JUN 25 PM 12:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Central Florida Holdings, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JUN 25 AM 8:37

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

607-66307  
AL

## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Central Florida Holdings, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Central Florida Holdings, LLC  
7300 Corporate Center Drive, Suite 704  
Miami FL 33126

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Jones & Adams, P.A.  
9155 S. Dadeland Blvd.  
Suite 1506  
Miami FL 33156

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Steven Adams, Esq. | FL Bar Member  
Jones & Adams, P.A.  
9155 S. Dadeland Blvd.  
Suite 1506  
Miami FL 33156  
305-270-8858

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

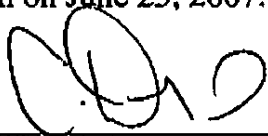
This will be a member-managed company. The name and address of each member is:

M&C HOLDINGS  
7300 Corporate Center Drive, Suite 704  
Miami FL 33126  
DOUGLAS YGLESIAS  
7300 Corporate Center Drive, Suite 704  
Miami FL 33126

Article VII. Company Existence

The Company's existence shall begin effective as of June 25, 2007.

The undersigned authorized representative of a member executed these Articles of Organization on June 25, 2007.



STEVEN ADAMS, ESQ.  
by C. P. DeMaio as attorney-in-fact

Steven Adams, Esq. | FL Bar Member  
Jones & Adams, P.A.  
9155 S. Dadeland Blvd.  
Suite 1506  
Miami FL 33156  
305-270-8858

FILED  
2007 JUN 25 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## STATEMENT OF REGISTERED AGENT


### LIMITED LIABILITY COMPANY:

Central Florida Holdings, LLC

### REGISTERED AGENT/OFFICE:

Jones & Adams, P.A.  
9155 S. Dadeland Blvd.  
Suite 1506  
Miami FL 33156  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
JONES & ADAMS, P.A.  
Franco E. Cammarata, Vice President  
by C. P. DeMaio as attorney-in-fact

Date: June 25, 2007.

Steven Adams, Esq. | FL Bar Member  
Jones & Adams, P.A.  
9155 S. Dadeland Blvd.  
Suite 1506  
Miami FL 33156  
305-270-8858

RECEIVED  
JUN 25 AM 8:37  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
FILED