

LOT 000091474

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## TRASMITTAL LETTER

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Finewise Group LLC

The enclosed Articles of Organization and fees are submitted for filing. Enclosed you will find a check for \$160 for Filing Fee, Certificate of Status and Certified Copy (additional copy is enclosed).

Please return all correspondence concerning this matter to the following:

Ricardo Ramirez  
8880 NW 20 Street, Suite C  
Miami (Doral), Florida 33172

For further information concerning this matter, please call Ricardo Ramirez at 305-910-7347. Thank you.

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
JAN 10 2008

**Articles of Organization  
of  
Finewise Group LLC**

THESE ARTICLES OF ORGANIZATION forming a limited liability company under the laws of the State of Florida are made and executed this 1<sup>st</sup> day of August, 2007, by the undersigned.

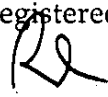
1. **Name.** The name of the limited liability company is Finewise Group LLC. (hereinafter referred to as the "Company").

2. **Term.** The term or period of duration of the Company shall commence as of the date of the filing of these Articles of Organization with the Florida Division of Corporations and Commercial Code and shall continue for a term of twenty (20) years from that date, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.

3. **Business Purpose.** The character and purposes of the Company and its business are (1) real estate development; (2) to engage in any lawful act or activity for which companies may be organized under the Florida Revised Business Act; (3) 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 herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same is consistent with the laws of the State of Utah.

4. **Registered Office and Agent.** The street address of the Company's registered office is 13350 SW 1<sup>st</sup> Street, Suite P114, Pembroke Pines, Florida 33027. The name of the Company's initial registered agent at that address is Ricardo Ramirez.

I hereby accept the appointment as registered agent

  
\_\_\_\_\_  
Ricardo Ramirez, Registered Agent

5. **Substitute Service of Process.** The Division of Corporations and Commercial Code of the Florida Department of Commerce is hereby appointed as the agent of the Company for service of process if the registered agent has resigned, the registered agent's authority has been revoked, or the registered agent cannot be found or served with the exercise of reasonable diligence.

6. **Management.** The management of the company shall be vested in the Managers and a majority of the Managers voting shall be necessary for all decisions affecting the Company. The Managers shall serve until their successors are appointed or until their resignation or removal. The initial Managers of the company and their addresses are as follows:

Ricardo Ramirez	Jairo Prieto
13350 SW 1 <sup>st</sup> Street	2590 SW 192 <sup>nd</sup> Terrace
Pembroke Pines, Florida 33027	Miramar, Florida 33029

7. **Members.** This company will have two (2) or more Members upon formation and will always maintain at least two (2) Members. New Members may be added to the Company only with the unanimous consent of all the existing Members. If a Member sells or assigns an interest in the Company, the purchaser or assignee is entitled to all of the financial rights of the selling or assigning Member in the Company. The purchaser or assignee IS NOT permitted to participate in the management of the Company without the UNANIMOUS consent of the non-selling Members. The Organizing Members of the Company and their addresses are as follows:

Ricardo Ramirez	Jairo Prieto
13350 SW 1 <sup>st</sup> Street	2590 SW 192 <sup>nd</sup> Terrace
Pembroke Pines, Florida 33027	Miramar, Florida 33029

As provided in the Company's Operating Agreement, certain powers are vested solely in the Members, acting unanimously, and in the event all Managers resign or are removed from office as provided in the Company's Operating Agreement, the business of the Company shall be under the exclusive management of the Members, acting unanimously.

8. **Continuation of Business.** Under the terms of the operating agreement, the Members may not continue the business without dissolution upon the death, expulsion, resignation, or withdrawal of a Member from the Company without the consent of all of the remaining Members.

9. **Non-statutory Grounds for Dissolution.** The Members agree that the non-statutory grounds for dissolution of the Company are as follows: gross revenue for continuous period of six (6) is ten thousand dollars or less.

10. **Tax Treatment.** The Members intend that this company will for federal tax purposes be treated as a corporation.

11. **Contributions.** The Members of the Company have made the following contributions to the Company:

MEMBER: Ricardo Ramirez

CONTRIBUTION: \$250.00

MEMBER: Jairo Prieto

CONTRIBUTION: \$250.00


12. **Member Liability.** The Members will not be liable for the debts and obligations of the Company.

The undersigned hereby acknowledge and affirm to the below named notary public that (1) they appeared before such notary public, hold the positions or titles set forth, and, on behalf of the above named limited liability company by proper authority, either executed the foregoing document before such notary public or acknowledged to such notary public that the undersigned executed the foregoing document, and that (2) the foregoing document was the act of such limited liability company for the purpose stated in it.

Dated the 1<sup>st</sup> day of August, 2007.



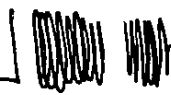
Ricardo Ramirez, Member



Jairo Prieto, Member



Ricardo Ramirez, Manager



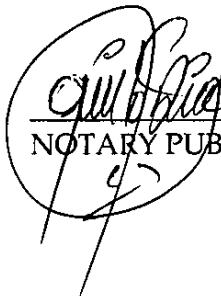
Jairo Prieto, Manager

2007 SEP -6 PM 12:23  
NOTARY PUBLIC  
JAIRO PRIETO

2007 SEP -6 PM 12:23

STATE OF FLORIDA            )  
  : SS  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, personally appeared Ricardo Ramirez and Jairo Prieto, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that, by their signatures on the instrument, the persons executed the instrument.

  
NOTARY PUBLIC   NOTARY PUBLIC-STATE OF FLORIDA  
GUIDO DIAZ  
Commission #DD62956  
Expires: DEC. 22, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

FILED  
2010-6 11:19:38  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA