

# W07 000 104 979

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**fdjc investments, llc**

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## ARTICLES OF ORGANIZATION

OF

### FDJC INVESTMENTS, LLC

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 FDJC INVESTMENTS, LLC (the "Company").

#### ARTICLE II ADDRESS

The initial mailing address and street address of the principal office of the Company is 151 Crandon Boulevard, No. 210, Key Biscayne, Florida 33149.

#### 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

FDJC INVESTMENTS, LLC  
Articles of Organization

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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. Notwithstanding the foregoing, the operating agreement shall provide that the Company shall have a right of first refusal to acquire the shares that any member desires to transfer and, if the Company does not exercise its right of first refusal, the members shall in turn have a right of first refusal to acquire the shares of such transferring member in proportion to the ownership percentage of the non-transferring members in the Company. 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>
Javier J. Hoyle 765 Crandon Blvd., Apt. 209 Key Biscayne, FL 33149	32.00%
Freddy Alves 18470 NE 30 <sup>th</sup> Avenue Aventura, Florida 33160	32.00%
Carlos M. Camilion 151 Crandon Blvd., Apt. 210 Key Biscayne, Florida 33149	20.00%
Don Osorno 5178 NW 103 Avenue Doral, Florida 33178	16.00%

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ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the operating agreement of the Company. To the extent that the Company needs additional funds from the members, such funds may be obtained from the members as member loans, which loans shall accrue interest at the rate then charged by commercial banks for similar loans. Each of the members shall have the right to participate in providing such member loans in proportion to such member's corresponding

ownership percentage. If any member elects not to extend its proportionate share of loans to the Company, the other members shall have right, but not the obligation, to advance such funds either as member loans or as additional capital contributions to the Company, with a corresponding adjustment in the ownership percentages.

## ARTICLE VII 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 is/are the name(s) of the initial Managing Member(s) of the Company, who has/have been duly designated to manage the Company as provided in Florida Statutes, §608.422(2)(a):

### Managing Member Name

Javier J. Hoyle  
765 Crandon Blvd., Apt. 209  
Key Biscayne, FL 33149

Freddy Alves  
18470 NE 30<sup>th</sup> Avenue  
Aventura, Florida 33160

Carlos M. Camilion  
151 Crandon Blvd., Apt. 210  
Key Biscayne, Florida 33149

Don Osorno  
5178 NW 103 Avenue  
Doral, Florida 33178

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## ARTICLE VIII OPERATING AGREEMENT

The operating agreement of the Company shall establish, among other things, the responsibilities of each of the members in connection with the operation and management of the Company and shall include, without limitation, the following provisions:

(a) Any and all disputes arising out of or in connection with the management or operation of the Company which cannot be resolved by good faith negotiations between the members shall be solely and finally settled by arbitration in accordance with the rules of the American Arbitration Association (the "AAA Rules"); provided, however, that to the extent that

FDIC INVESTMENTS, LLC  
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the AAA Rules conflict with the provisions of this paragraph, the provisions of this paragraph shall control. Each of the members agrees that the award of the arbitrators shall be the sole and exclusive remedy between or among them regarding any and all claims, counterclaims, issues and accountings presented to the arbitrators, irrespective of the magnitude thereof.

(b) The members agree that the affirmative written approval of at least two (2) of the members of the Company shall be required to bind the Company or for the Company to enter into a material agreement.

#### ARTICLE IX 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) 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 organizers have executed these Articles of Organization on this the 15th day of October 2007.

By: \_\_\_\_\_

Javier J. Howle,  
Organizer

765 Grandon Blvd., Apt. 209  
Key Biscayne, FL 33149

By: \_\_\_\_\_

Fredy Alves,  
Organizer

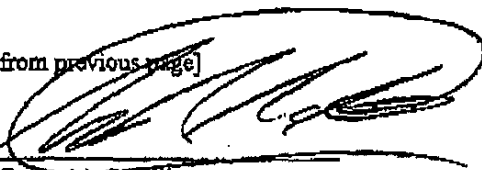
18470 NE 30<sup>th</sup> Avenue  
Aventura, Florida 33160

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By:   
Carlos M. Camillion,  
Organizer

151 Crandon Blvd., Apt. 201  
Key Biscayne, Florida 33149

By:   
Don Osorno,  
Organizer

5178 NW 103 Avenue  
Doral, Florida 33178

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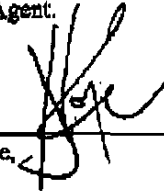
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

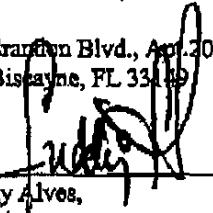
In compliance with Florida Statutes, Section 608.415, the following is submitted:

FDJC 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.

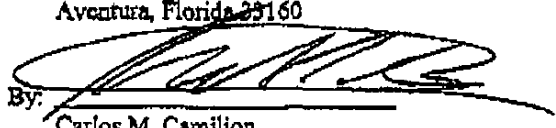
Dated: October 15, 2007

By:   
Javier J. Hoyle,  
Organizer

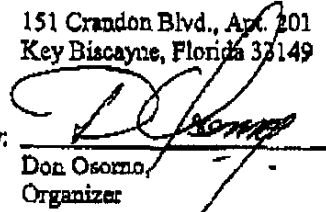
765 Crandon Blvd., Apt. 209  
Key Biscayne, FL 33149

By:   
Freddy Alves,  
Organizer

18470 NE 30<sup>th</sup> Avenue  
Aventura, Florida 33160

By:   
Carlos M. Camillon,  
Organizer

151 Crandon Blvd., Apt. 201  
Key Biscayne, Florida 33149

By:   
Don Osorno,  
Organizer

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ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

FDIC INVESTMENTS, LLC

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

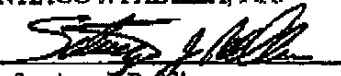
Date: October 15, 2007

Attest:

  
Santiago J. Padilla,  
Secretary of Registered Agent

SANTIAGO J. PADILLA, P.A.

By:

  
Santiago J. Padilla,  
President of Registered Agent

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

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