

Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BENCO GROUP LLC

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Florida Dept of State

November 7, 2007

AZALEA'S CORPORATE FILING SERVICE

SUBJECT: BENCO HOLDING LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is Q08929.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please

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ARTICLE OF ORGANIZATION

OF

BENCO GROUP LLC

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

ARTICLE I

The name of this limited liability company is:

BENCO GROUP LLC

ARTICLE II

The mailing address of the principal office of this limited liability company shall be 7955 NW 12 Street Suite 400 Miami, FL 33126 and BENCO GROUP LLC and such other place or places as the members from time to time may determine.

ARTICLE III

The period of duration for the limited liability Company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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ARTICLE IV

The Limited Liability Company shall be managed by the members with voting power prorata to their interest. The right and duties of the members shall be set forth in the regulations of this limited liability company, which are incorporated herein by reference.

The names and addresses of the initial members of this limited liability company are:

Rodrigo Lyrio Badin
7955 NW 12 Street
Suite 400
Miami, FL 33126

Jose T. Ferreira
7955 NW 12 Street
Suite 400
Miami, FL 33126

The name and address of the managing members is:

Rodrigo Lyrio Badin
7955 NW 12 Street
Suite 400
Miami, FL 33126

Jose T. Ferreira
7955 NW 12 Street
Suite 400
Miami, FL 33126

ARTICLE V

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event, which terminates the continued membership of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulation.

ARTICLE VI

The members of the limited liability Company shall adopt regulations containing all provisions for the regulation and management of this company, which shall be consistent with the law or these articles.

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ARTICLE VII

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

ARTICLE VIII

These articles may be amended at any time by the unanimous consent of the members as deemed appropriate to facilitate the accomplishment of the purpose of the limited liability Company, and the amendment shall be executed and duly filed with the Florida Department of State.

The undersigned authorized Representatives BENCO GROUP LLC and Rodrigo Lyrio Badin and Jose T. Ferreira Deposes and says:

The above named limited liability Company has two members.

Rodrigo Lyrio Badin
Name of Authorized Representative of Member

[Signature]
Signature of Authorized Representative of Member

Jose Tadeu Ferreira
Name of Authorized Representative of Member

[Signature]
Signature of Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is:

BENCO GROUP LLC

The name and address of the registered agent and office is:

Rodrigo Lyrio Badin
7955 NW 12 Street
Suite 400
Miami, FL 33126

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Having been named as registered agent and to accept service of process
for the above stated limited liability Company at the place designated in this
certificate, I hereby accept the appointment as registered agent and agree to act in
this capacity. I further agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


Signature of Registered Agent

11-07-07
Date