

LO7000126882

Yovmar Alvarado
13615 tetherline Tr
Orlando FL 32837

(City/State/Zip/Phone #)

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TALLAHASSEE FLORIDA

N. Gulligan DEC 24 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2007

YUMAR ALVARADO
13615 TETHERLINE TRAIL
ORLANDO, FL 32837

SUBJECT: EL VENEZOLANDO DE ORLANDO, LLC
Ref. Number: W07000049893

We have received your document for EL VENEZOLANDO DE ORLANDO, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name of the Registered Agent must be consistent wherever it appears in the document. One paragraph states the Registered Agent is Youmar and the next paragraph states it is Jose however Youmar signs please correct.

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 call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 807A00059116

ARTICLES OF ORGANIZATION OF
EL VENEZOLANO DE ORLANDO, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608-Florida Limited Liability Company Act, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be EL VENEZOLANO DE ORLANDO, LLC and its principal office and mailing address shall be located at 13615 TETHERLINE TRAIL, ORLANDO, FLORIDA 32837, County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. - To engage in any activity or business authorized under the Florida Statutes.
- 2.- In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things set forth in these Articles to the same extend as a natural person might or could do.
3. - To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4.- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel or rescind any of such contracts.

5.- To exercise all or any of the Liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida Laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:

YOUMAR R. ALVARADO, ORLANDO-FLORIDA

ISABEL MUÑOZ, MIAMI- FLORIDA

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000.00 cash shall be paid to the limited liability company by the four members in the following mounts: YOUMAR R. ALVARADO \$ 501.00 (51%), ISABEL MUÑOZ \$ 499.00 (49%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the liability company and the profits of

'the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

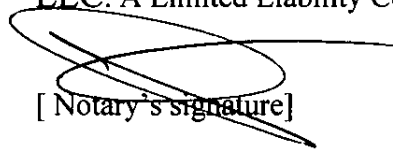
The office and mailing address of the initial registered office of the limited liability company is at 13615 TETHERLINE TRAIL, ORLANDO, FLORIDA 32837, County of Orange, State of Florida and the name of the company's initial registered agent at that address is YOUMAR R. ALVARADO.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of EL VENEZOLANO DE ORLANDO, LLC.

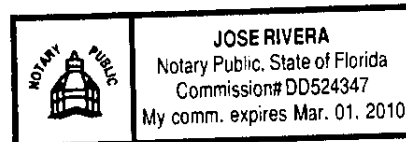
Executed by the undersigned at 13615 TETHERLINE TRAIL, ORLANDO, FLORIDA 32837, County of Orange, State of Florida.


YOUMAR R. ALVARADO, authorized member representative

The foregoing instrument was acknowledged before me this OCTOBER 15, 2007 by YOUMAR R. ALVARADO, on behalf of EL VENEZOLANO DE ORLANDO, LLC. A Limited Liability Company. He is personally known to me.


[Notary's signature]

My commission expires: 3-1-10



Statement Designating Registered Agent And Office

State of Florida

County of Orange

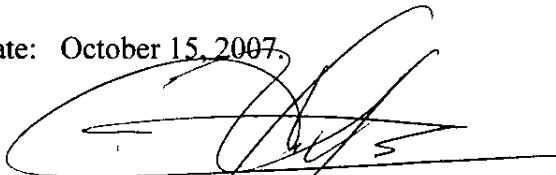
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is EL VENEZOLANO DE ORLANDO, LLC

The name of the registered agent for EL VENEZOLANO DE ORLANDO, LLC is YOUMAR R. ALVARADO and the street address of the company's principal office where the agent is located at 13615 TETHERLINE TRAIL, Orlando, Fl 32837.

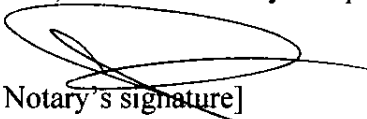
The statement is to acknowledge that, as indicated above, EL VENEZOLANO DE ORLANDO, LLC, has appointed me, YOUMAR R. ALVARADO, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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 member agent.

Date: October 15, 2007.


YOUMAR R ALVARADO. Registered member Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this October 15, 2007 by YOUMAR R ALVARADO, on behalf of EL VENEZOLANO DE ORLANDO, LLC, a limited liability company. He is personally known to me.


[Notary's signature]

My commission expires: 3-1-10

