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FLORIDA/FOREIGN LIMITED LIABILITY CO.

TIME COMPANY, LIMITED LIABILITY COMPANY

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January 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: TIME COMPANY, LIMITED LIABILITY COMPANY
REF: W08000002143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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 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.

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Tammi Cline

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
OF
TIME - USA COMPANY, Limited
Liability Company

THE UNDERSIGNED HEREBY CERTIFY that the members described in Article VI have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be **Time-USA Company, Limited Liability Company** and its principal place of business shall be in the city of **Miami**, county of **Miami-Dade**, State of **Florida**, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

Approved by:

Cory E. Hines, Secretary
1000 Brickell Avenue, Suite 200
Miami, Florida 33139

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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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. 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 herein contained 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 acts which a limited liability company may do, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of US\$100.00 cash shall be paid to the limited liability company by the members in proportion to their membership's interests. Additional Contributions will be made as required for investment purposes, as

Witness my hand and the seal of the State of Florida at Tallahassee, this 10th day of January, 2008.

determined by consent of the majority of the members. Members will make contributions in proportion to their membership interests.

ARTICLE IV
PROFITS AND LOSSES

- (a) **Sharing of Profits.** The members shall be entitled to the net profit arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members on such date or dates as the members shall specify.
- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V
MANAGEMENT BY MANAGER

The Company shall be a manager-managed company. The initial Managers of the Company shall be:

**FERNANDA CABERLON
GILBERTO CABERLON
MARINA CABERLON
GABRIEL WEISSHEIMER CABERLON**

Whose business address is

**806 Brickell Avenue Suite 701
Miami, FL 33131**

ARTICLE VI
MEMBERS

The initial Members of the Company shall be:

MEINCOL PARTICIPACOES, LTDA.....100%

ARTICLE VII
MAJORITY OF MEMBERS DEFINED

Prepared by:
Law Office of Kenneth W. Green, P.A.
2001 Brickell Avenue, Suite 701
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

Each member of the Company in Article V above shall be entitled to vote upon each matter submitted to a vote at the meeting of Members. The majority of the members representing ownership of more than fifty-one percent (51%) of the total contributed capital is required in order for approval of each matter submitted to vote. This article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE VII **DURATION**

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX **PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be:

800 Brickell Ave Suite 701
Miami, FL 33131

ARTICLE X **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the address of the initial registered office of the limited liability company is:

LAW OFFICES OF KRAVITZ & GUERRA, P.A.
800 Brickell Avenue Suite 701
Miami, FL 33131

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by consent of the majority of the members. 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 a written consent of the majority of the members.

Prepared by
Law Offices of Kravitz & Guerra, P.A.
800 Brickell Avenue Suite 701
Miami, Florida 33131

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Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon consent of the majority of such remaining members.

ARTICLE XII
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **CONTRACTS.** Approval of the Members' majority stipulated in Article VI above is required to enter into any contract or instrument in the name and on behalf of the Company.

Section 2. **LOANS.** No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the majority of the Members stipulated in Article VI above.

Section 3. **CHECKS, DRAFTS, ETC.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company, shall be signed by a majority of the Members of the Company who are designated as authorized signers on the particular account. From time to time Section 3 can be amended by resolution of the members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that:

The foregoing constitutes the proposed Articles of Organization of Time-USA Company, LLC

1. The total amount of cash contributed by the member(s) is US\$ 100.00.
2. The total amount of cash anticipated to be contributed by member(s) is US\$100.00. This total includes amounts from 2 above.

Executed by the undersigned this December 20th, 2007

Feranda Lollar

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TALLAHASSEE, FLORIDA

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Prepared by
Laura J. Miller, Esq.
1001 Brickell Avenue, Suite 200
Miami, Florida 33134

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the limited liability company is:
Time-USA Company, Limited Liability Company
2. The name and address of the registered agent and office is:

**LAW OFFICES OF KRAVITZ & GUERRA, P.A.,
800 Brickell Avenue Suite 701
Miami, FL 33131**

Having been named as Registered Agent and to accept service of process for the above named 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.

LAW OFFICES OF KRAVITZ & GUERRA, P.A.

Date: _____

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Prepared by:
Law Offices of Kravitz & Guerra, P.A.
800 Brickell Avenue Suite 701
Miami, Florida 33131

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