

**L08000066139**

Florida Department of State  
Division of Corporations  
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08 JUL - 8 AM 10: 41

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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From: Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
 Account Number : I20000000146  
 Phone : (305) 444-4994  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**N & D ASSOCIATES LLC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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Electronic Filing Menu

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Help

**B. T. T. JUL 09 2008**



July 8, 2008

## FLORIDA DEPARTMENT OF STATE

EXPRESS CORPORATE FILING SERVICE INC  
Division of CorporationsSUBJECT: N & D ASSOCIATES LLC  
REF: W08000032241

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 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.sunbis.org](http://www.sunbis.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.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist IIFAX Aud. #: H08000166753  
Letter Number: 208A00040181

P.O. BOX 6327 - Tallahassee, Florida 32314

(((H08000166753)))

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

08 JUL - 8 AM 10:41  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE I -**

**Name:** The name of the Limited Liability Company is:

**N & D ASSOCIATES USA LLC.**

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:  
141 N.E 3<sup>RD</sup> AVE. SUITE 406  
MIAMI, FL. 33132**

**Mailing Address:  
141 N.E 3<sup>RD</sup> AVE. SUITE 406  
MIAMI, FL. 33132**

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:** (The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

**ANDRES RODRIGUEZ**

Name

**141 N.E 3<sup>RD</sup> AVE. SUITE 406**

Florida street address (P.O. Box NOT acceptable)

**MIAMI, FL. 33132  
FL City, State, and Zip**

*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 as provided for in Chapter 608, F.S*

.. Registered Agent's Signature (REQUIRED)

(CONTINUED) Page 1 of 2

((H08000166753)))

ARTICLE IV- Manager(s) or Managing Member(s): The name and address of each Manager or Managing Member is as follows:

Title: Name and Address:

"MGR" - Manager  
"MGRM" - Managing Member


MGR OMMAR F. DIAZ 95%  
141 N.E 3<sup>RD</sup> AVE. SUITE 406  
MIAMI, FL. 33132

MGR MARIA M DIAZ 5%  
141 N.E 3RD AVE. SUITE 406  
MIAMI, FL. 33132

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing (OPTIONAL) (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED: SIGNATURE

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

OMMAR F. DIAZ  
Typed or printed name of signer