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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

8001 ASSOCIATES II, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$155.00 |

**D. BRUCE**

DEC 19 2008

**EXAMINER**

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**Articles of Organization  
8001 Associates II, LLC  
A Florida Limited Liability Company**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company in accordance with Section 608.408(3), Florida Statutes, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for Profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business for such Limited Liability Company.

**ARTICLE I  
8001 Associates II, LLC**

The name of the Limited Liability Company shall be: 8001 ASSOCIATES II, LLC

**ARTICLE II  
DURATION**

The term of existence of this limited liability company shall be perpetual.

**ARTICLE III  
PURPOSE AND POWERS**

The general nature of the business 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 Limited Liability Companies shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes and the laws of Florida.
2. To purchase, sell mortgage, encumber and lease the real property and personal property owned by the Company.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities, of any person, firm, association, or corporation, carrying on any kind of business of a similar nature of 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, and to perform and carry out, assign, cancel or rescind any of such contracts.

The foregoing statement of purpose shall be constructed as a statement of both purpose and power, and shall be liberally constructed in the aid of the powers on the Limited Liability Company, and the powers and purpose stated herein shall, in no way limit or restrict the powers granted under the laws of the State of Florida.

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**ARTICLE IV  
MAILING ADDRESS AND  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this Limited Liability Company shall be:

8001 Coral Way, Miami, Florida 33155

**ARTICLE V  
INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is and the name of the initial Registered Agent is:

Maria Don  
8001 Coral Way Miami, Florida 33155

**ARTICLE VI  
CAPITAL CONTRIBUTION**

The initial capital contributors of the Limited Liability Company shall be the amount of ONE THOUSAND (\$1,000.00) DOLLARS paid entirely in cash. Additional contributions will be made as required for the investment purpose, as determined by the Members of this Limited Liability Company.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The admission of new members shall be solely by unanimous agreement of the existing members.

**ARTICLE VIII  
CONTRIBUTION OF BUSINESS**

The remaining Members of this Limited Liability Company shall have the right to continue the business of the Company, on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates the continued membership of a member.

**ARTICLE IX  
MANAGEMENT**

The Limited Liability Company shall be managed by a majority vote of its managing members owing a majority interest in the Company as follows:

Juan F. Benitez, 8001 Coral Way, Miami, FL 33155  
Maria Don, 8001 Coral Way, Miami, FL 33155

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**ARTICLE X  
RESTRICTION ON TRANSFER**

No member may transfer or assign his or its interest in this Limited Liability Company except upon unanimous consent of the existing members or as otherwise provided for by the Members.

The undersigned, being one of the Members of this Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of 8001 Associates II, LLC

Executed by the undersigned at Miami, Miami-Dade County, Florida,  
this 18 day of December, 2008.

BY:

Maria Don

STATE FLORIDA                     )  
  ) ss  
COUNTY OF MIAMI-DADE       )

The foregoing instrument was knowledge before me this 18 day of DEC, 2008,  
by Maria Don, who is personally known to me or who has produced  
as identification.

Notary Public

NOTARY PUBLIC-STATE OF FLORIDA

Juan M. Benitez

Print Name: Commission # DD682837

Expires: JULY 25, 2011

BONDED THRU ATLANTIC BONDING CO., INC.

(SIAL)

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**CERTIFICATE OF  
8001 ASSOCIATES II, LLC**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.09 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT 8001 PARTNERS II, L.L.C., IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8001 CORAL WAY MIAMI, FLORIDA, HAS NAMED MARIA DON, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: \_\_\_\_\_

Having been named to accept services of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in full capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: \_\_\_\_\_

Maria Don

Date: \_\_\_\_\_

12/18/08

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