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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**MAYAFUERTE BUSINESS CONSULTING LLC**

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**EXAMINER**

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**ARTICLES OF ORGANIZATION OF  
MAYAFUERTE BUSINESS CONSULTING LLC**

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, 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 Mayafuerte Business Consulting LLC, and its principal office shall be located at 101 NE 3rd Ave., Suite 1500, Fort Lauderdale, FL 33301, 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 extent as a natural person might or could do.

Prepared by:  
Patrick Russell, Esq.  
28 West Flagler Street, Suite 201  
Miami, FL 33130  
Telephone (305) 373-3826  
Fla. Bar No. 995568

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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 limited 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. MANAGEMENT

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

#### Member Names and Addresses

Anna Isman, 101 NE 3rd Ave., Suite 1500, Ft. Lauderdale, FL 33301

### ARTICLE IV. MEMBERSHIP VOTING INTEREST

Except as otherwise specifically provided for in this agreement, each initial member shall have a voting interest in matters affecting the limited company (the "voting interest") in the following proportions and percentages:

#### Member Name and Voting Interest

Anna Isman      100 percent

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The voting interest, as set forth above, for each member, shall remain constant, unless amended or modified in a writing signed by each member.

#### 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 shall have the right to continue the business on unanimous consent of the remaining 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, and an election of the remaining members pursuant to it to continue the business of the limited company, the withdrawing member, *his or her* estate, or heirs shall receive as full payment for *his or her* interest in the limited company, a Purchase Price equal to the member's Voting Interest multiplied by the book value of the limited company. Book value is based on the value of assets less liabilities as reflected on the books of the limited company and shall not include any provision for good will. Member's share is the percentage of capital contributions the member made to the limited company's overall capital and/or assets. On the remaining member's voting to continue the business of the limited company, the withdrawing member, *his or her* estate, or heir's shall execute and deliver any documents as may

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be required to effectuate a transfer and assignment of the member's interest in the limited company and simultaneously, the withdrawing member, *his or her* estate, or heirs shall receive full payment of the Purchase Price as outlined above.

#### ARTICLE VI. DURATION

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

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 28 West Flagler Street, Suite 201, Miami, FL 33130, and the name of the company's initial registered agent at that address is Patrick Russell, Esq.

*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

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Mayafuerte Business Consulting LLC.

Executed by the undersigned at Miami, Florida, on this date:

April 7, 2009.

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.



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

Anna Isman

\_\_\_\_\_  
Printed Name

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