

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000142139 3)))



H090001421393ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 617-6383

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
 Account Number : I20070000136
 Phone : (305) 779-3564
 Fax Number : (305) 779-3561

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 09 JUN 12 AM 7:47

RECEIVED

09 JUN 12 PM 4:17

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Food Plus America
FPA HOLDINGS, LLC

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

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

Help

JUN 15 2009

EXAMINER

FAX AUDIT # H09000142139 3

**ARTICLES OF ORGANIZATION
OF
FOOD PLUS AMERICA HOLDINGS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is FOOD PLUS AMERICA HOLDINGS, LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office address of the Company is:

2525 Ponce de Leon, Suite 1250
Coral Gables, FL 33134

The mailing address of the Company is:

2525 Ponce de Leon, Suite 1250
Coral Gables, FL 33134

**ARTICLE III
REGISTERED AGENT AND OFFICE**

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

RINCON CAPITAL PARTNERS, LLC
2525 Ponce de Leon, Suite 1250
Coral Gables, FL 33134

**ARTICLE IV
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 12 AM 7:47

FAX AUDIT # H09000142139 3

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The names and addresses of the initial Managers are as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Juan Alberto Rincon 2525 Ponce de Leon Blvd., Suite 1250 Coral Gables, FL 33134
Manager	John Boris Rincon 2525 Ponce de Leon Blvd., Suite 1250 Coral Gables, FL 33134

ARTICLE VI

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

FAX AUDIT # H09000142139 3

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 12th day of June, 2009.



Marco Ferri, Duly Authorized Representative
of a Member

FAX AUDIT # H09000142139 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **FOOD PLUS AMERICA HOLDINGS, LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 12th day of June, 2009.

RINCON CAPITAL PARTNERS, LLC

By: _____

Juan Alberto Rincon, Manager