

L09000093099

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(City/State/Zip/Phone #)

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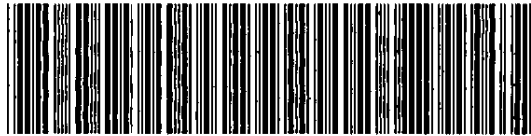
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

OCT 15 2009

EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: WORLD FREIGHT & LOGISTICS LLC**  
Name of Limited Liability Company

**AMENDED AND RESTATED**

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**LUIS LUCAS FERNANDEZ**

Name of Person

**MCL Corp. Master Cargo & Logistics**

Firm/Company

**6105 NW 18th St., MIA Cargo Center, Building 716-C, Suite #403**

Address

**Miami, FL 33126**

City/State and Zip Code

**LLFernandez@mclcargo.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Luis Lucas Fernandez**

Name of Person

at ( **305** )

**526-2242**  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☒ \$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF  
WORLD FREIGHT & LOGISTICS LLC  
a Florida limited liability company**

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**ARTICLE I**

- 1.1 The name of the limited liability company (hereafter, the "Company") is**

**WORLD FREIGHT & LOGISTICS LLC**

- 1.2 The Articles of Organization of the Company were originally filed with the Office of the Secretary of State of the State of Florida, Division of Corporations, on September 28, 2009**
- 1.3 The Florida document number of the Company is L09000093099**

**ARTICLE II**

- 2.1 The street address of the principal office of the Company is**

**6105 NW 18th Street  
MIA Cargo Center  
Building 716 – C, Suite 403  
Miami, FL 33126**

- 2.2 The mailing address of the Company is**

**PO Box 521704  
Miami, FL 33152-1704**

**ARTICLE III**

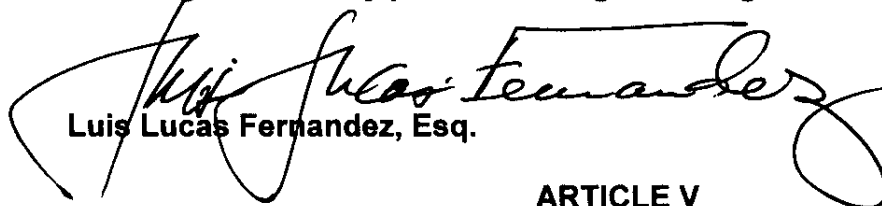
- 3.1 The purpose for which the Company is organized is to engage in any and all lawful business.**

#### ARTICLE IV

- 4.1 The name and Florida street address of the registered agent of the Company is

Luis Lucas Fernandez, Esq.  
6105 NW 18th Street  
MIA Cargo Center  
Building 716 – C, Suite 403  
Miami FL 33126

Having been named as registered agent and to accept service of process for WORLD FREIGHT & LOGISTICS LLC at the place designated in these Amended and Restated Articles of Organization, 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.



Luis Lucas Fernandez, Esq.

#### ARTICLE V COMPANY MEMBERS

- 5.1 The following persons are all of the Members of the Company:

- 5.1.1 Air Logistics America, Inc.  
5201 Blue Lagoon, Suite 829  
Miami, FL 33126, represented by Mr Juan Carlos Serna,  
its Chief Executive Officer
- 5.1.2 MCL Master Cargo & Logistics LLC  
6105 NW 18th Street  
MIA Cargo Center  
Building 716 – C, Suite 403  
Miami, FL 33126, represented by Mr Sacha A Ceruti,  
its President

#### ARTICLE VI MANAGEMENT OF THE COMPANY

- 6.1 Management by Members. The management of the Company shall be by the Members. Notwithstanding the foregoing, the Members hereby initially delegate the conduct of the Company's day-to-day business and

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operations to a Board of Management who shall have the authority to take all Company actions deemed necessary or desirable in the day-to-day business and operations of the Company. The Board of Management shall initially consist of two (2) persons, each of the Members having the right to appoint one (1) such person. The affirmative vote or consent of both persons shall be necessary and required to decide an issue. The Members' initial appointees to the Board of Management of the Company are the following persons:

6.1.1 Air Logistics America, Inc hereby appoints its Chief Executive Officer, Mr Juan Carlos Serna to the Board of Management of WORLD FREIGHT & LOGISTICS LLC; and,

6.1.2 MCL Master Cargo & Logistics LLC hereby appoints its President, Mr Sacha A Ceruti to the Board of management of WORLD FREIGHT & LOGISTICS LLC.

6.1.3 The appointment of Juan Carlos Serna and Sacha A Ceruti to the Board of Management of the Company shall extend for an indefinite period of time; and can only be terminated by the Member who appointed the person who is being terminated.

6.2 **Decisions Requiring the Unanimous Approval of the Members.** Notwithstanding the provisions of Section 6.1, no Member shall have the discretion, authority or power to make the decisions or take the following actions, except upon the unanimous approval of all of the Members in each instance:

6.2.1 The acquisition of any financing, including the approval of the amount of the financing, the security for such financing and all other terms of the financing, and the direct or indirect borrowing of money by the LLC, whether secured or unsecured, the refinancing, extending or modifying in any material manner of any loan or delivering any guaranty of any loan or other obligation;

6.2.2 The acquisition of any material asset or material property by the Company;

6.2.3 The sale, assignment, transfer, encumbrance or other disposition of all or any portion of any material asset or material property of the Company;

6.2.4 The assignment, transfer, pledge, compromise or release of any debts due to the Company, except upon payment in full;

**6.2.5 The decision to sell, transfer or otherwise dispose of all or substantially all of the assets of the Company;**

**6.2.6 The approval of the annual operating budget of the Company;**

**6.2.7 The approval of any expenditure, the incurrence of any obligations or the entering into of any contract involving a sum in excess of Five Thousand and 00/100 (\$5,000) Dollars**

**6.2.8 The approval of any contract or other arrangement with a Member or an Affiliate of a Member;**

**6.2.9 Any decision that significantly alters the nature, character or scope of the Business of the Company;**

**6.2.10 The selection of any legal counsel to represent the Company and any decision relating to litigation, or adjusting, settling, or compromising or submitting to arbitration any claim, obligation, debt, demand, suit or judgment against the Company;**

**6.2.11 The conversion, merger or consolidation of the Company with or into another Person;**

**6.2.12 The loan of any funds by the Company to any Person;**

**6.2.13 The making of distributions to Members and the creation or use of Company reserves (other than as provided in the Operating Budget Approved by the Members);**

**6.2.14 The negotiation of, or the entering into, any agreement for the purchase of any material asset or material property by the Company; and,**

**6.2.15 The decision to pursue, or not to pursue, new business opportunities anywhere in the world.**

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**ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS**

**7.1 No person(s) may be admitted as a member of the Company unless all of the Members of the Company consent in writing to the addition of the additional member.**

**ARTICLE VIII  
EFFECTIVENESS AND VERACITY OF  
AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**8.1 The within Amended and Restated Articles of Organization of WORLD FREIGHT & LOGISTICS LLC have been unanimously approved and authorized by all of the Members of the Company; and have been duly executed and filed with the Secretary of State of the State of Florida, Division of Corporations, in accordance with § 608.411 of the Fla. Stat.**

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

  
**Luis Lucas Fernandez, Esq.  
as Authorized Representative of a Member**

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