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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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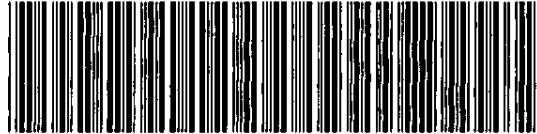
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
JAN 21 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WAC Liquidation S2, LLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Oscar de la Guardia

Name of Person

Law Offices of Oscar de la Guardia

Firm/Company

20 Calabria Avenue, Ste. 302

Address

Coral Gables, FL 33134

City/State and Zip Code

odelaguardia @ ogattorney.com

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

For further information concerning this matter, please call:

Oscar de la Guardia

Name of Person

at (305) 495-3380

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

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**ARTICLES OF ORGANIZATION FOR
WAC LIQUIDATION S2, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

WAC Liquidation S2, LLC

ARTICLE II - Address:

The mailing address of the Limited Liability Company is:

c/o Law Offices of Oscar de la Guardia P.A.
20 Calabria Avenue No. 302
Coral Gables, FL 33134

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

20 Calabria Avenue No. 302
Coral Gables, FL 33134

ARTICLE III - Business Purpose:

The purpose for which this Limited Liability Company is organized is:

Any and all lawful business.

ARTICLE IV - Registered Agent:

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

Oscar de la Guardia
20 Calabria Avenue No. 302
Coral Gables, FL 33134

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:


Oscar de la Guardia

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ARTICLE V- Manager:

The Limited Liability Company shall be managed by a single Manager, who need not be a Member of the Limited Liability Company.

The name and address of the initial Manager are:

TITLE: MGR
Oscar de la Guardia
20 Calabria Avenue No. 302
Coral Gables, FL 33134

The Limited Liability Company shall pay the Manager the sum of \$2,500 monthly for his services and shall reimburse him for the reasonable and documented expenses he incurs as Manager.

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ARTICLE VI- Indemnification:

The Limited Liability Company shall indemnify and hold harmless the Manager from and against any and all claims and demands whatsoever related to the Limited Liability Company, to the fullest extent permitted by law.

ARTICLE VII- Equity Interests:

Equity interests in the Limited Liability Company shall be issued to a Member in proportion to the financial contribution to the Limited Liability Company made by such Member. The profits and losses of the Limited Liability Company shall be allocated among the Members in accordance with their equity interest. The Manager shall have the power to issue certificates to the Members reflecting their equity interests in the Limited Liability Company. Members may transfer and/or assign their equity interests in the Limited Liability Company only with the approval of the Manager, and subject to compliance with applicable state and federal securities laws.

ARTICLE VIII- Meetings of Members:


Special meetings of the Members of the Limited Liability Company may be called at any time by the Manager or at the written request of Members holding at least 25% in aggregate equity interest in the Limited Liability Company. At a special meeting of Members, only such business shall be conducted as shall be specified in the notice of meeting.

ARTICLE IX- Dissolution:

The Limited Liability Company shall be dissolved when it has liquidated all of its assets and has paid or has made provision for paying, all of its obligations. This dissolution will not require the consent of the Members. Any other voluntary dissolution of the Limited Liability Company shall require the approval of all of its Members.

SIGNATURE

Manager's Signature:



Oscar de la Guardia

(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.)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**