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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

JAN 13 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2010

CARMEN MATILDE HERNANDEZ
TOTALCORP BUSINESS CONSULTANTS CORP
1825 MAIN STREET
WESTON, FL 33326

SUBJECT: ALIRU, LLC
Ref. Number: W10000059527

We have received your document for ALIRU, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 310A00029941

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALIRU 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:

Carmen Matilde Hernandez

Name of Person

TotalCorp Business Consultants Corp

Firm/Company

1825 MAIN STREET

Address

WESTON, FL 33326

City/State and Zip Code

cmatilde@totalcorpconsultants.com

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

For further information concerning this matter, please call:

Carmen Matilde Hernandez

Name of Person

at (954) 624 2554

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

2011 JAN 12 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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**ARTICLES OF ORGANIZATION OF
ALIRU, 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, Florida Statute 608-Florida Limited Liability Company Act, providing for the information, 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 1
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **ALIRU, LLC** and its principal office and mailing address shall be located at 801 Northpoint Parkway, West Palm Beach, 33047, State of Florida, but it shall have the power and authority to establish branch office at any other places as the members may designate.

**ARTICLE 2
OBJECT AND PURPOSES OF THE COMPANY**

The object and purpose of the Company and the general nature of the business its proposes to transact shall include all transactions of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE 3
MEMBERS**

The names, participation on profits and losses and addresses of the initial members of this limited liability company are as follows:

Name: Alicia M Perez-Castillo
Participation: 40%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

Name: Ruben R Idler-Osuna
Participation: 20%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

Name: Alicia E Idler-Perez
Participation: 10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

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2011 JUN 12 PM 1:30
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TALLAHASSEE, FLORIDA

Name: Isabel I Idler-Perez
Participation: 10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

Name: Ruben A Idler-Perez
Participation: 10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

Name: Astry N Idler-Perez
Participation: 10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

ARTICLE 4 EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE 5 MANAGEMENT

This company shall be managed by member/managers and therefore is a member/manager-managed company. The initial member/managers of the company shall be Two (2), to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. Their names and addresses follow:

Names and addresses:

Alicia M Perez-Castillo 801 Northpoint Parkway
West Palm Beach, FL 33047

Ruben R Idler-Osuna 801 Northpoint Parkway
West Palm Beach, FL 33047

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Name: Alicia E Idler-Perez
10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
DELMAR, DE

Name: Isabel I Idler-Perez
10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

Name: Ruben A Idler-Perez
10%
Address: 801 Northpoint Parkway
West Palm Beach, FL 33047

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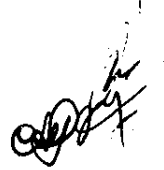
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801 Northpoint Parkway
West Palm Beach, FL 33047

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CLERK'S OFFICE
STATE OF FLORIDA



ARTICLE 6 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.

5.1. Sale or Encumbrance Prohibited. Except as otherwise permitted in the Operating Agreement, no Member may voluntarily or involuntarily transfer, sell, convey, encumber, pledge, assign, or otherwise dispose of (collectively, "Transfer") an interest in the Company without the prior written consent of with unanimous written consent of all members.

5.2. Right of First Refusal. Notwithstanding Section 5.1, a Member may transfer all or any part of the Member's interest in the Company (the "Interest") as follows:

5.2.1. The Member desiring to transfer his or her Interest first must provide written notice (the "Notice") to the other Members, specifying the price and terms on which the Member is prepared to sell the Interest (the "Offer").

5.2.2. For a period of 30 days after receipt of the Notice, the Members may acquire all, but not less than all, of the Interest at the price and under the terms specified in the Offer. If the other Members desiring to acquire the Interest cannot agree among themselves on the allocation of the Interest among them, the allocation will be proportional to the Ownership Interests of those Members desiring to acquire the Interest.

5.2.3. Closing of the sale of the Interest will occur as stated in the Offer; provided, however, that the closing will not be less than 45 days after expiration of the 30-day notice period.

5.2.4. If the other Members fail or refuse to notify the transferring Member of their desire to acquire all of the Interest proposed to be transferred within the 30-day period following receipt of the Notice, then the Members will be deemed to have waived their right to acquire the Interest on the terms described in the Offer, and the transferring Member may sell and convey the Interest consistent with the Offer to any other person or entity; provided, however, that notwithstanding anything in Section 5.2 to the contrary, should the sale to a third person be at a price or on terms that are more favorable to the purchaser than stated in the Offer, then the transferring Member must re-offer the sale of the Interest to the remaining Members at that other price or other terms; provided, further, that if the sale to a third person is not closed within six months after the expiration of the 30-day period describe above, then the provisions of Section 5.2 will again apply to the Interest proposed to be sold or conveyed.

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5.2.5. Notwithstanding the foregoing provisions of Section 5.2, should the sole remaining Member be entitled to and elect to acquire all the Interests of the other Members of the Company in accordance with the provisions of Section 5.2, the acquiring Member may assign the right to acquire the Interests to a spouse, lineal descendent, or an affiliated entity if the assignment is reasonably believed to be necessary to continue the existence of the Company as a limited liability company.

5.3. Death, Incompetency, or Bankruptcy of Member. On the death, adjudicated incompetence, or bankruptcy of a Member, unless the Company exercises its rights under Section 5.4, the successor in interest to the Member (whether an estate, bankruptcy trustee, or otherwise) will receive only the economic right to receive distributions whenever made by the Company and the Member's allocable share of taxable income, gain, loss, deduction, and credit (the "Economic Rights") unless and until a majority of the other Members determined on a per capita basis admit the transferee as a fully substituted Member in accordance with the provisions of Section 5.3.

5.3.1. Any transfer of Economic Rights pursuant to Section 5.3 will not include any right to participate in management of the Company, including any right to vote, consent to, and will not include any right to information on the Company or its operations or financial condition. Following any transfer of only the Economic Rights of a Member's Interest in the Company, the transferring Member's power and right to vote or consent to any matter submitted to the Members will be eliminated, and the Ownership Interests of the remaining Members, for purposes only of such votes, consents, and participation in management, will be proportionately increased until such time, if any, as the transferee of the Economic Rights becomes a fully substituted Member.

5.4. Death Buy Out. Notwithstanding the foregoing provision of Section 8, the Members covenant and agree that on the death of any Member, the Company, at its option, by providing written notice to the estate of the deceased Member within 180 days of the death of the Member, may purchase, acquire, and redeem the Interest of the deceased Member in the Company.

ARTICLE 7 CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000.00. Each of the members shall contribute to the capital of the Limited Liability Company.

ARTICLE 8 PROFITS AND LOSSES

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TALLAHASSEE, FLORIDA

[Handwritten signature]

- (a) Profit sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share on profits.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE 9 DURATION

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

ARTICLE 10 INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is 1825 Main Street Weston FL 33326, County of Broward, and the name of the company's initial registered agent at that address is TotalCorp Business Consultants, Corp.


The undersigned, being the original members of the Limited Liability Company, certify that this instrument constituted the proposed Articles of Organization of **ALIRU, LLC**. Executed by the undersigned at 1825 Main Street Weston FL 33326

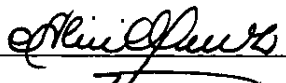


TotalCorp Business Consultants, Corp
a/c Carmen Matilde Hernandez – Registered Agent

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TALLAHASSEE, FL 32310

IN WITNESS WHEREOF, the Managing-Members have hereunto executed this Agreement as of the day and year first above written.

By: 
12/20/10, Managing Member
RUBEN IDLER-USUNA

By: 
12/20/10, Managing Member
ALICIA PEREZ-CASTILLO

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TALLAHASSEE, FLORIDA

Statement Designating Registered Agent and Office

State of Florida]

County of Broward]

Pursuant to the provisions to Sections 605.415 and 615.407 (1)(d) of the Florida Limited Liability Company Act, the Limited Liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is ALIRU, LLC.


The name of the registered agent for **ALIRU, LLC** is **TotalCorp Business Consultants Corp**, represented by Carmen Matilde Hernandez and the street and address of the company's principal office where the agent is located is 1825 Main Street, Weston, Florida 33326

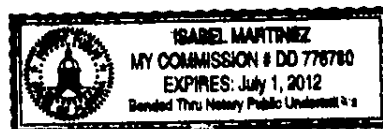
This statement is to acknowledge that, as indicate above; **ALIRU, LLC** has appointed **TotalCorp Business Consultants Corp**, represented by me, **Carmen Matilde Hernandez**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Date:


TotalCorp Business Consultants, Corp-Registered Agent
A/c Carmen Matilde Hernandez

The foregoing instrument was acknowledged before me this DIC 20, 2010 by Carmen Matilde Hernandez, agent on behalf of **ALIRU, LLC** a limited liability company. She is personally known to me or as produced DRIVER LICENSE [type of identification] as identification.


Signature of Notary



2011 JAN 12 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA