

# L110000013113

Florida Department of State  
Division of Corporations  
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**L. SELLERS**

APR 21 2011

**EXAMINER**

**To:**

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

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561) 694-8107  
Fax Number : (561) 694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
JUAN RUIZ GALLERY, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

RECEIVED  
11 APR 20 AM 7:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
11 APR 19 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000106874 3

## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted April 20, 2011 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Juan Ruiz Gallery, LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on January 31, 2011.

### Article III. Address

The Company's street and mailing address is:

Juan Ruiz Gallery, LLC  
8518 NW 114 Court  
Doral FL 33178

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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H11000106874 3

H11000106874 3

Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VII. Management

This will be a manager-managed company. The name and address of each manager is:  
JUAN CARLOS RUIZ SUAREZ  
8518 NW 114 Court Doral FL 33178

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

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**Article VIII. Company Existence**

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Juan Ruiz Gallery, LLC

By: 

Name: JUAN CARLOS RUIZ SUAREZ

Title: MANAGER

Date: April 20, 2011

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

Juan Ruiz Gallery, LLC

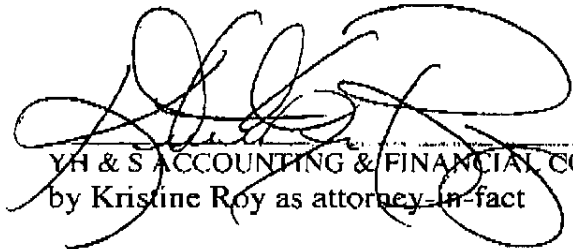
**REGISTERED AGENT/OFFICE:**

**YH & S Accounting & Financial Consultants, Inc.  
2875 N.E. 191 Street, Suite 302  
Aventura FL 33180**

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 894-8107

H11000106874 3

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



YH & S ACCOUNTING & FINANCIAL CONSULTANTS, INC.  
by Kristine Roy as attorney-in-fact

Date: April 20, 2011

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