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To:

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

From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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this business entity to be used for future
Enter only one email address please.**

FILED
11 FEB -3 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.

Gaia Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

D. BRUCE

FEB 04 2011

EXAMINER

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Gaia Holdings, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

c/o Alvarez & Marsal Taxand, LLC

Two Alhambra Plaza, Suite 1101

Coral Gables, FL 33134

Mailing Address:

c/o Alvarez & Marsal Taxand, LLC

Two Alhambra Plaza, Suite 1101

Coral Gables, FL 33134

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

C T Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** acceptable)

Plantation

FL 33324

City, State, and Zip

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..

By:

Madonna Cuddihy
Registered Agent's Signature (REQUIRED)

Madonna Cuddihy
Special Assistant Secretary

(CONTINUED)

Page 1 of 2

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Maria Regina Paiz Toledo

3 calle 6-63 zona 9

Guatemala Ciudad, Guatemala

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Maria Regina Paiz Toledo

Typed or printed name of signee

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11 FEB -3 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**
- \$ 30.00 Certified Copy (Optional)**
- \$ 5.00 Certificate of Status (Optional)**