

L12000005263

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000010799 3)))



H120000107993ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN 12 AM 9:33

FILED

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
FRUCTUS LLC

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

RECEIVED
12 JAN 12 AM 7:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

JAN 13 2012

Electronic Filing Menu

Corporate Filing Menu

Help

H12000010799

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted January 12, 2012 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: FRUCTUS LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on January 10, 2012.

Article III. Address

The Company's street and mailing address is:

FRUCTUS LLC
3201 NE 183rd Street, Suite 2404
Aventura FL 33160

Article IV. Registered Agent

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

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

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

FILED
2012 JAN 12 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000010799

H12000010799

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:

VICTOR RAMON FERRAEZ CERVERA
3201 NE 183rd Street, Suite 2404 Aventura FL 33160

ANA CRISTINA FERRAEZ GASQUE
3201 NE 183rd Street, Suite 2404 Aventura FL 33160

BRUNO DUARTE
3201 NE 183rd Street, Suite 2404 Aventura FL 33160

WALTER HORMANN
3201 NE 183rd Street, Suite 2404 Aventura FL 33160

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

FILED
2012 JAN 12 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000010799

H12000010799

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.

FRUCTUS LLC

By: 

by Diana Urrego as attorney-in-fact

Name: Victor Ramon Ferraciz Cervera

Title: Manager

Date: January 12, 2012

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

FRUCTUS LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

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

FILED
2012 JAN 12 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000010799

H12000010799

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.



CORPORATE CREATIONS NETWORK INC.
Diana Urrego, Special Secretary

Date: January 12, 2012

FILED

2012 JAN 12 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

H12000010799