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TALLAHASSEE, FLORIDA

W12-58200

J. BRYAN

NOV 27 2012

EXAMINER

Edmar Mauricio AMAYA

AUTHORIZATION BY PHONE TO

CORRECT eff date to be 11/09/2012

DATE 11/26/12 @ 4:04 pm

WCC EXAM

J. Bryan

**TRANSMITTAL LETTER**

TO: Registration Section  
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: **GL STAHL INTERNATIONAL 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:

Edmar Mauricio Amaya Esq.  
(Name of Person)

EDAM LAW PLLC  
(Firm/Company)

175 SW 7 ST. SUITE 2416  
(Address)

Miami, Florida 33130  
(City/State and Zip Code)

For further information concerning this matter, please call:

Edmar M. Amaya at ( 305 ) 6430740  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

**\$160.00 FOR: FILING FEE, REGISTERED AGENT FEE, CERTIFIED COPY OF RECORD & CERTIFICATE OF STATUS**

**CERTIFICATE OF TRANSMITTAL**

IT IS HEREBY CERTIFIED that a true and correct copy of the foregoing was furnished via facsimile & U.S. Mail this Friday, October 19, 2012 to:

STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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2012 NOV 16 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 19, 2012

EDMAR MAURICIO AMAYA, ESQ  
EDAM LAW PLLC  
175 SW 7 ST. SUITE 2416  
MIAMI, FL 33130

SUBJECT: GL STAHL INTERNATIONAL, LLC  
Ref. Number: W12000058200

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2012 NOV 16 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GL STAHL INTERNATIONAL, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on November 16, 2012. Please amend your document accordingly.

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) 245-6051.

Joey Bryan  
Regulatory Specialist II

Letter Number: 712A00027802

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2012 NOV 16 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
GL STAHL INTERNATIONAL, LLC  
A  
FLORIDA LIMITED LIABILITY COMPANY

Doc. No. \_\_\_\_\_

The undersigned, **ADOLFO DE JESÚS GILES MERINO, GUILLERMO ANCIRA** and **NATHALIE FERNANDEZ**, certify that they are both Managing Members, and Directors of GL STAHL INTERNATIONAL, LLC, (the "Organization"), a limited liability corporation organized and existing under 608.405 and 608.408 of the Business Organization Law of the State of Florida, and hereby further certifies as follows:

ARTICLE I

Name

The name of the Organization is:

**GL STAHL INTERNATIONAL, LLC.**

ARTICLE II

Principal Address and Mailing Address

The address of the principal office and mailing address of the Organization in the State of Florida is **3301 NE 5th Ave., Miami, Florida 33137**. The mailing address is the same.

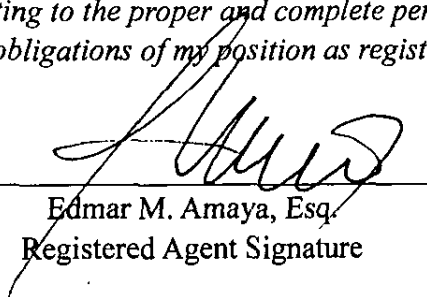
ARTICLE III

Registered Office and Registered Agent Signature

The name of the Florida registered agent of the Organization is EDAM LAW PLLC, located at 175 SW 7 STREET, SUITE 2416, MIAMI, FL 33130.

*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, of the F. S. A.*

  
Edmar M. Amaya, Esq.  
Registered Agent Signature

#### ARTICLE VI

##### Organizational Purpose

The purposes of the Organization is, either alone or with other businesses, to engage in **any lawful act or activity** for which limited liability corporations may be organized under the Business Organization Law of Florida.

#### ARTICLE VI

##### Directors

Subject to the other provisions of these Articles of Organization, the business of the Organization shall be managed under the direction of its Managing Members in equality. The number of Managing Members constituting the Board of Directors shall be three (3), subject to increase or decrease from time to time as provided in the By-Laws of the Organization. Elections of directors of the Organization need not be by written ballot, except and to the extent provided in the By-Laws of the Organization.

The name, position and addresses of the current Managing Member Directors are:

**1. ADOLFO DE JESÚS GILES MERINO, Managing Member (MGRM)**

Address: **848 Brickell Key Dr. Apt. 3804, Miami, Florida, 33131.**

**2. GUILLERMO ANCIRA, Managing Member (MGRM)**

Address: **555 NE 15 ST. #215, Miami, Florida, 33132.**

**3. NATHALIE FERNANDEZ, Managing Member (MGRM)**

Address: **3301 NE 5th Ave., Miami, Florida, 33137**

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## ARTICLE V

### Liability of Directors

No director of the Organization shall be liable to the Organization or its Members for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Organization or its Members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transactions from which the director derived an improper personal benefit.

## ARTICLE VI

### Ownership and Operating Agreement and Bylaws

At filing of these Article of Organization ownership of this Limited Liability comprises 33,33% to ADOLFO DE JESÚS GILES MERINO, 33,33% to GUILLERMO ANCIRA and 33,33% to NATHALIE FERNANDEZ. All members shall promptly adopt an Operating Agreement and Bylaws for the Organization. After adoption by simple majority, this member managed Limited Liability Corporation shall be governed solely by the said Operating Agreement and Bylaws hereby incorporated by reference.

## ARTICLE VII

### Amendments

The Organization reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Organization in the manner now or hereinafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon members herein are granted subject to this reservation.

## ARTICLE VII

### By-Laws

The directors of the Organization shall have the power to adopt, amend or repeal by-laws.

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TALLAHASSEE, FLORIDA

## ARTICLE VIII

### Filing and Effective Date

This original Certificate of Incorporation of the Organization is filed with the Secretary of State of Florida on Nov. 9th, 2012. This Certificate of Organization was adopted in its entirety and is effective as of on Nov. 9th, 2012.

### REQUIRED SIGNATURES:

We, the undersigned, being the Managing Members and Directors herein before named, for the purpose of directing an Organization pursuant to the Business Organization Laws of Florida, hereby declare and certify that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of OCT., 2012.

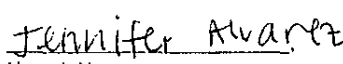
  
ADOLFO DE JESÚS GILES MERINO

  
GUILLERMO ANCIRA

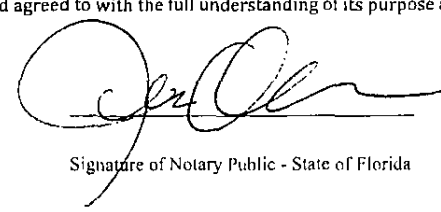
  
NATHALIE FERNANDEZ

County of Miami Dade  
State of Florida

Sworn to (or affirmed) and subscribed before me this 19th day of OCT., 2012, by **ADOLFO DE JESÚS GILES MERINO, GUILLERMO ANCIRA and NATHALIE FERNANDEZ**, that: This CERTIFICATE OF ORGANIZATION, is currently exercisable by Affiliants.  
Affiliants also acknowledged that this document was executed and agreed to with the full understanding of its purpose and meaning

  
Notary's Name

My Commission Expires MAY 09, 2016

  
Signature of Notary Public - State of Florida

