

Florida Department of State

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.

Las ANTILLAS LLC Investments, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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B. BOSTICK

JAN 29 2013

EXAMINER

**ARTICLES OF ORGANIZATION
OF
LAS ANTILLAS INVESTMENTS, 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, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
COMPANY NAME**

The name of this limited liability company shall be Las Antillas Investments, LLC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

Las Antillas Investments, LLC, (hereinafter referred to as "Antillas LLC", "Company" and/or "LLC") shall have its initial principal office located at 830 Cortez Street, Coral Gables, Florida 33134, County of Miami-Dade, but it shall have the power and authority to move its office from this location or establish branch offices at any other place or places as the members may designate.

**ARTICLE III
PURPOSES AND POWERS**

3.1 The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida, and in addition to the purpose, activity and powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

3.1.1 To engage in any activity or business not prohibited under the Florida Statutes or the laws of the State of Florida.

3.1.2 In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles.

3.1.3 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the property, business, good will, rights, assets, and liabilities of any person, firm, association, company or corporation carrying on any kind of lawful business; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

This instrument was prepared by:
Renier Cruz, Esq.
300 Sevilla Avenue
Suite 301

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3.1.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3.1.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting for itself or as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for itself or any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

3.1.6 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

3.2 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

3.3 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV

MANAGEMENT, EXERCISE OF POWERS AND AMENDMENTS

4.1 The company shall be initially organized with two Managing Members, whose names and addresses are as follows: Alejandro Sosadiaz 830 Cortez Street, Coral Gables, Florida 33134 and Ana Crolla 830 Cortez Street, Coral Gables, Florida 33134.

4.2 All limited liability company powers shall be reserved to, 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.

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4.3 This or any other Article contained in this Articles of Organization, including, without limitation, the right to have the company powers exercised by managers, may be amended from time to time by a unanimous vote of the members of the limited liability company.

ARTICLE V
MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members by unanimous consent.

5.2 Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.3 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, except as hereinafter stated.

5.4 On the expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII
DURATION

This limited liability company shall exist perpetually until dissolved by the Members, upon an event of dissolution according to the terms of the company's regulations or Operating Agreement, dissolved in a manner provided by law, or if the regulations are in conflict with Florida law, then in a manner provided by law.

ARTICLE VIII
CAPITAL CONTRIBUTIONS

8.1 Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the initial members in equal shares. Additional contributions will be made as required for investment purposes, or as determined by unanimous consent of the members. Members will make contributions in equal shares. Members may increase their capital contribution, at which time the Capital Contribution percentage among members may be recalculated as determined by unanimous consent of the members.

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8.2 The initial amount of capital each Member has contributed or has agreed to contribute is:

Member	Contribution to Capital
Alejandro Sosadiaz	\$ 500.00
Ana Crolla	\$ 500.00

ARTICLE IX PROFITS AND LOSSES

9.1 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 a distributive share of the profits when and as unanimously determined by the members and the distributive share of the profits shall be determined and paid when and as unanimously determined by the members.

9.2 All losses that occur in the operation of the limited liability company business may 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 only if, when, how and as unanimously determined by the members.

ARTICLE X RESERVATION OF POWER TO ADD MEMBERS

10.1 The company shall have the right to add additional Members as authorized by law or in accordance with the terms of its operating agreement.

10.2 No new member shall have the right to participate in the management of the business and affairs of the Company, unless unanimously admitted as a member with the new members rights of participation in said management being under such terms, conditions and limitations and as per unanimous decision of the members.

ARTICLE XI INDEMNIFICATION

11.1 The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the

company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

11.2 The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.

11.3 Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

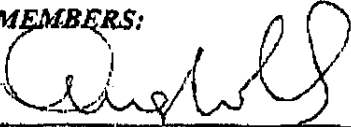
ARTICLE XII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

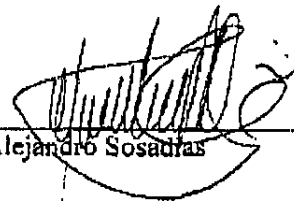
The address of the initial registered office of the limited liability company is 830 Cortez, Coral Gables, Florida, 33134, and the name of the company's initial registered agent at that address is: Ana Crolla, but the Company shall have the power and authority to move its office from this location or establish branch offices at any other place or places as the members may designate both, or either of which may be changed from time to time.

THE UNDERSIGNED, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Antillas LLC, executed by the undersigned at Miami, Miami-Dade County, Florida, on this 22 day of January, 2013 and acknowledged them to be our act.

MEMBERS:



Ana Crolla



Alejandro Sosadras

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 22 day of January 2013, by Ana Crolla, who did execute the foregoing Articles of Organization as a member of Antillas LLC, and who is personally known to me/or who produced a FOL as identification.

MY COMMISSION EXPIRES:

 RITA M BENET
MY COMMISSION # EE 162810
EXPIRES: February 6, 2016
Bonded thru Budget Notary Services

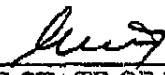

NOTARY PUBLIC-STATE OF FLORIDA
AT LARGE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 22 day of January 2013, by Alejandro Soñadías, who did execute the foregoing Articles of Organization as a member of Antillas LLC, and who is personally known to me/or who produced a FOL as identification.

MY COMMISSION EXPIRES:

 RITA M BENET
MY COMMISSION # EE 162810
EXPIRES: February 6, 2016
Bonded thru Budget Notary Services


NOTARY PUBLIC-STATE OF FLORIDA
AT LARGE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained foregoing Articles of Organization.


Ana Crolla

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this 22 day of January 2013, personally appeared before me, Ana Crolla, who executed the Acceptance and is personally known to me/or who produced a FOL as identification.

MY COMMISSION EXPIRES:

 RITA M BENET
MY COMMISSION # EE 162810
EXPIRES: February 6, 2016
Bonded thru Budget Notary Services


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January 25, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ANTILLAS LLC
REF: W13000004947

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000066378,

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.

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