

Division of Corporations

Page 1 of 2

**L14000008575**

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.

(((H14000010840 3)))



H140000108403ABCS

**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 : GBS CONSULTANTS, INC.  
Account Number : I20050000012  
Phone : (954) 659-8835  
Fax Number : (954) 301-0417

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

Email Address: antonio carrillovalero@gmail.com

**FLORIDA LIMITED LIABILITY CO.  
DIBON INVESTMENTS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

JAN 16 2013

A LUN

850-617-6381

1/16/2014 8:57:27 AM PAGE 1/001 Fax Server



January 16, 2014

GBS CONSULTANTS, INC.

SUBJECT: DIBON INVESTMENTS, LLC  
REF: W14000003085

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

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.

Tammi Cline  
Regulatory Specialist II

FAX Aud. #: E14000010840  
Letter Number: 114A00001085

(((H14000010840 3)))

## **ARTICLES OF ORGANIZATION OF DIBON 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, Chapter 605 Florida Limited Liability Company Act, providing for the information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **DIBON INVESTMENTS, LLC** and its principal office shall be located at 11042 NW, 86<sup>th</sup> Terrace, Doral, FL 33178, County of Miami-Dade, State of Florida, and the mailing address shall be the same but it shall have the power and authority to establish branch office at any other places as the members may designate.

### **ARTICLE II PURPOSES AND POWERS**

In addition to the 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 for which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
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 to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business good will, rights, assets, and liabilities of any person, firm, or association carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(((H14000010840 3)))

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
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 as agent, nominee, or attorney-in-fact for any persons, and perform any service under contract or otherwise for any entity, 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.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, of 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 other 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.

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.

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.

(((H14000010840 3)))

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be 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. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

The Company shall be managed by manager(s) and is therefore a Manager-Managed Company. The initial manager(s) of the Company shall be One (1), to hold office until their successor(s) have been duly elected and qualified, or until their earlier resignations, removal from office or death.

Title	First Name	Middle Name	Last Name	Address
Manager	Antonio	F.	Carrillo	Calle 3-A, Residencias Villa Marisa, Piso 2, Apto. 22, La Urbina, Distrito Capital, Caracas, Venezuela

### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, of 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.

(((H14000010840 3)))

**ARTICLE VI  
PROFITS AND LOSSES**

- (a) Profit sharing. 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 an equal distributive share on profits. The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall 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.

**ARTICLE VII  
DURATION**

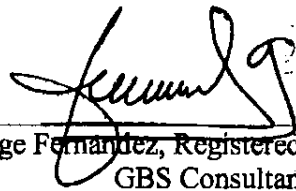
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is GBS Consultants, Inc. 18501 Pines Blvd., Suite 201, Pembroke Pines, Fl. 33029, County of Broward, and the name of the company's initial registered agent at that address is GBS Consultants, Inc.

(((H14000010840 3)))

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Organization of **DIBON INVESTMENTS, LLC** under the laws of the State of Florida, this JANUARY 14, 2014.

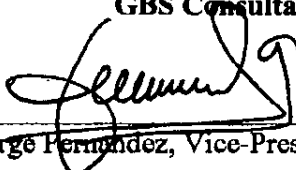
  
Jorge Fernandez, Registered Agent  
GBS Consultants, Inc.

2014 JAN 15 PM 4:32

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION**

GBS Consultants, Inc. having a business office identical with the registered office of the Limited Liability Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants, Inc.

  
Jorge Fernandez, Vice-President