

Charter Number Only

L9400000041Z

10/16/97

Tescher chaves Rubin

Requestor's Name

9100 S. Dadeland Blvd Ph-1

Address

miami FL 33156

City

State

ZIP

Phone

670-0144D

CORPORATION(S) NAME

D G. Agency L.C.

700002327007

10/22/97 01076 01

***105.00 ***105.

() Profit

() NonProfit



Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

(X) Certified Copy

() Photo Copies

() Certificate Under Seal

(X) Call When Ready

() Call If Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

52.50
52.50
10.50
TOTAL 115.50

hrc

10/20/97



Empire Toll Free: 1-800-432-3028

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:14

VALIDATION ONLY

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
D.G. AGENCY L.C. AND
AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
D.G. AGENCY L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:14

1. The name of the limited liability company to whom this Certificate relates is D.G. AGENCY L.C.

2. The original Articles of Organization of the limited liability company were filed on August 22, 1994, with an effective date of August 17, 1994.

3. The Articles of Organization of D.G. AGENCY L.C. are hereby amended and restated to hereafter read in their entirety as follows, in accordance with the applicable provisions of Florida law, including without limitation Fla.Stats. §608.411(6):

"The undersigned hereby 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. We further declare that the following Articles shall be the charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

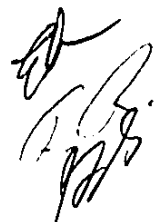
The name of the Company shall be D.G. AGENCY L.C.

ARTICLE II

PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.



ARTICLE III
CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Regulations of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:14

ARTICLE IV
PARTICIPATION

The participation ("Participation") of the current members shall be as follows:

Member	Amount
INTERAMERICA SHIPPING AGENCY, INC.	32 %
E.D.R. INTERNATIONAL, INC.	31 %
D.G. HOLDING, INC.,	37 %

The Participation of the members may be changed by unanimous agreement of the current members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. All existing and outstanding Membership Certificates are hereby canceled and shall be of no force or effect and henceforth membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Regulations.

ARTICLE V
REGULATIONS

At the first meeting of the members after the execution of these Amended and Restated Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
OCT 20 AM 10:31

ARTICLE VI

DURATION AND DISSOLUTION

The Company shall continue until the first to occur of: (a) December 31, 2044, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members), or (d) the Company having less than two members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 8410 NW 53rd Terrace, Suite 218, Miami, Florida 33166.

ARTICLE VIII

MANAGEMENT AND MEMBERS

The Company shall be managed by the Managers. The Managers presently are :

RICHARD ROVIROSA
125 NE 9th Street
Miami, Florida 33132

EDUARDO DEL RIEGO
3351 SW 110th Court
Miami, Florida 33165

ENRIQUE DEL RIEGO
66 Valencia
Coral Gables, Florida 33134.

The specific rights and duties of the Managers and provisions regarding their selection and removal, shall be enumerated in the Regulations.

Decisions on all matters reserved for the Members shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in

proportion to the Participation of the member unless otherwise provided in the Regulations.

The names and addresses of the present members are as follows:

INTERAMERICA SHIPPING AGENCY, INC.
125 NE 9th Street
Miami, Florida 33132

D.G. HOLDING, INC.
8410 NW 53rd Terrace
Miami, Florida 33166

E.D.R. INTERNATIONAL, INC.
3351 SW 110TH Court
Miami, Florida 33165

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
OCT 20 AM 10:14 '91

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Company is 8410 NW 53rd Terrace, Suite 218, Miami, Florida 33166 and the name of its initial registered agent at such address is EDUARDO DEL RIEGO.

ARTICLE X

PROFITS, LOSSES AND DISTRIBUTION

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

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 Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Regulations. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

ARTICLE XII

AMENDMENT TO ARTICLES

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or when otherwise required by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

ARTICLE XIII

INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla.Stats. §608.4363."

IN WITNESS WHEREOF, all of the members of the Company have executed this Certificate of Amendment to Articles of Organization of D.G. Agency L.C. and Amended and Restated Articles

of Organization of D.G. Agency L.C. this 7 day of OCTOBER, 1997.

INTERAMERICA SHIPPING AGENCY
INC., a Florida corporation

By: 

Authorized Officer

Print Name: FRANK L. RABIN

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
OCT 20 1997

D.G. HOLDING, INC., a Florida corporation

By: 

Authorized Officer

Print Name: JOHN L. GRAHAM

E.D.R. INTERNATIONAL, INC., a Florida corporation

By: 

Authorized Officer

Print Name: EDUARDO DEL RIO

TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

Attorneys-at-Law

One Datan Center
Penthouse I
9100 South Dadeland Boulevard
Miami, Florida 33156-7819

Telephone (305) 670-0444
Watts (800) 782-6392
Fax (305) 670-0734

Robert A. Chaves
Peter J. Forman
Charles E. Muller II
Charles D. Rubin
Donald R. Tescher

of counsel
Dale A. Heckerling
Deborah Plaks Hochman
William C. Lewis, Jr., P.A.
Gary D. Lipson

Boca Corporate Center
Suite 216
2101 Corporate Boulevard
Boca Raton, Florida 33431-7343

Telephone (561) 998-7847
Watts (800) 288-2925
Fax (561) 998-2642

October 16, 1997

REPLY TO: Miami

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: D.G. Agency L.C.
Our File No. 8137.001

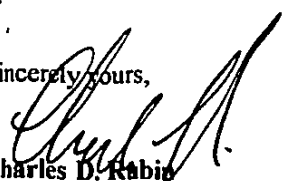
Dear Sir or Madame:

Enclosed for filing please find one original Certificate of Amendment to Articles of Organization, and Amended and Restated Articles of Organization of the above-referenced Florida limited liability company.

Also enclosed is our firm's check in the amount of \$105 for the filing fee (\$52.50) and certified copy fee (\$52.50). Please process the amendment and forward the certified copy to me in the enclosed return envelope.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

cc: Eduardo Del Riego (w/ enc.)

TESCHER, CHARLES R. N. R. M. G. MULLER, P.A.

One Dade Center
Penthouse I
9100 South Dadeland Boulevard
Miami, Florida 33156-7819

Telephone (305) 670-0444
Watts (800) 782-6392
Fax (305) 670-0734

of counsel
Dale A. Heckerling
Deborah Plaks Hochman
William C. Lewis, Jr., P.A.
Gary D. Lipson

Boca Corporate Center
Suite 216
2101 Corporate Boulevard
Boca Raton, Florida 33431-7343

Telephone (561) 998-7847
Watts (800) 288-2925
Fax (561) 998-2642

October 20, 1997

REPLY TO: Miami

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: D.G. Agency L.C.
Our File No. 8137.001

100002326501--9
-10/22/97--01035--003
*****250.00 *****250.00

Dear Sir or Madame:

Enclosed for filing please find one original Supplemental Affidavit of Membership and Contributions and the \$250.00 filing fee for same, in regard to the above-referenced Florida limited liability company.

Also enclosed is a photocopy of Supplemental Affidavit, and a return envelope. Please stamp the enclosed and return it to me in the enclosed return envelope to evidence your receipt.

Thank you for your assistance. If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,

Charles D. Rubin

CDR/wp
Enc.

cc: Eduardo Del Riego (w/ enc.)

LG4-412

Name	File 10-22
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
7 OCT 2 PM 3:39

SUPPLEMENTAL AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida

ss

County of Dade

In compliance with Florida Statutes Section 608.407(2) and Section 608.412, the undersigned member of D.G. Agency, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$200,000.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$200,000. This total includes the amounts from 2 and 3 above.

D.G. HOLDING, INC., a Florida corporation

By:

Authorized Officer

Print Name: John L. Carrasco

STATE OF FLORIDA

: SS.

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7 day of October, 1997, by John Graham.



IRMA VON WISCHETZKI
COMMISSION # CC 348714
EXPIRES FEB 16, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

IRMA VON WISCHETZKI

Print, type or stamp name of Notary Public

Personally Known ☒ or Produced Identification

Type of Identification Produced Driver License

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 39