

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

800-342-8086

csc networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000012

REFERENCE : 525675 95719A

AUTHORIZATION : *Patricia Pzyk*

COST LIMIT : \$ 337.50

ORDER DATE : January 16, 1995

ORDER TIME : 11:46 AM

ORDER NO. : 525675

CUSTOMER NO: 95719A

CUSTOMER: Mr. Bert Irigoyen
BERT ALEXANDER & ASSOCIATES

7521 Southwest 133rd Street

Miami, FL 33156

DOMESTIC FILING

NAME: 1185 MARSEILLE HOLDING L.C.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hessel

EXAMINER'S INITIALS:

L95000000062

300001381403

*W95-1126
022501011271671*

FILED
1995 JAN 17 PM 4:14
TALLAHASSEE, FL 32310

L95-062



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1995

use

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: 1185 MARSEILLE HOLDING, L.C.
Ref. Number: W95000001126

We have received your document for 1185 MARSEILLE HOLDING, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 495A00001806

*resubmit
1/23/95*

ARTICLES OF ORGANIZATION OF
1185 MARSEILLE HOLDING, L.C.

FILED
1995 JUN 17 PM 4:14

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.

ARTICLE I

NAME

The name of the limited liability company shall be 1185 Marseille Holding, L. C., and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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, association, or corporation 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its

business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, 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 herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Three Hundred & Nine Thousand Two Hundred & Fifty Dollars (\$309,250.00) cash shall be paid to the limited liability company by the four (4) members in proportionate shares. Additional contributions will be made as

required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

ARTICLE IV

LIMITED LIABILITY COMPANY 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 V

DURATION

This limited liability company shall exist until December 31, 2010, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 7521 S.W. 133 Street, in the City of Miami County of Dade, State of Florida.

ARTICLE VII

MANAGEMENT

This, limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualify is as follows:

Bert Irigoyen
7521 S.W. 133 Street
Miami, Fl. 33156

ARTICLE VIII

**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 7521 S.W. 133 Street , City of Miami, County of Dade , State of Florida, and the name of its initial registered agent at such address is Bert Alexander & Associates.

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

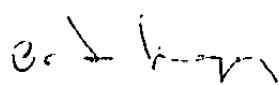
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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

Upon the death, retirement, resignation, 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 upon unanimous consent of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of 1185 Marseille Holding, L. C.

Executed by the undersigned at Miami, Florida on January 11, 1995.


Bert Irigoyen
Member

ACKNOWLEDGMENT

State of Florida)
) SS
County of Dade)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bert Irigoyen, Known to me and known by me to be an authorized officer of Bert Alexander & Associates, and he acknowledged before me that he executed said Articles of Organization as a member of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and affixed seal in the State and County aforesaid, this 11th day of January 1995.

Notary Public
State of Florida at Large

My commission Expires:



BLANCA R. ALVAREZ
My Commission CC323359
Expires Oct. 13, 1997
Bonded by AMB
600-852-5878

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 1105 Marseille Holding, L.C., at the place designated in the articles of Organization, Bert Alexander & Associates agrees to act in this capacity, and agrees to comply with the provisions of Sections 48.091 relative to keeping open such office.

Date 11/1/95

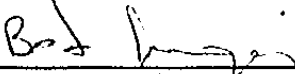
Bert Alexander
Bert Alexander & Associates
Registered Agent

FILED
1995 JUN 17 PM 4:14
FALLENBURG, ARKADA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
1185 Marseille Holding, L.C. deposes and says:

- 1) the above named limited liability company has at least two
members
- 2) the total amount of cash contributed by the member(s) is
\$309,250.
- 3) if any, the agreed value of property other than cash contributed
by member(s) is \$ 0. A description of the property is attached
and made a part hereto.
- 4) the total amount of cash or property anticipated to be
contributed by member(s) is \$309,250. This total includes
amounts from 2 and 3 above.



Bert Irigoyen, Member

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

L95000000062

1185 MARSEILLE HOLDING L.C.
2121 S.W. 3rd Avenue - Suite 608
Miami, FL 33129
Phone: (305) 285-9994
Fax: (305) 285-9996

February 21, 1996

STATE OF FLORIDA
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

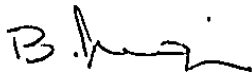
RE: 1185 MARSEILLE HOLDING L.C. - L95000000062

We hereby notify the Division of Corporation of a change in Corporate mailing address and Principal place of Business for the above referenced Limited Liability Company. The new address is:

**2121 S.W. 3rd Avenue - Suite 608
Miami, FL 33129**

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Humberto L. Irigoyen
Manager

copy 2/23/96
RA my form

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

05 JUN 96 11:20
STATE
FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra H. Morton
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 230.75 Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

Name and Mailing Address
of Limited Liability Company
DOCUMENT #L95000000062

1185 MARSEILLE HOLDING, L.C.
7521-SW-133RD-ST.
MIAMI-FL-33156-

1a. Principal Place of Business Address

7521-SW-133RD-ST.
MIAMI-FL-33156-

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business
2121 S.W. 31st AVE
Suite, Apt. #, etc.
608
City & State
Miami, FL
Zip
33129
Country

2a. Mailing Address
2121 S.W. 31st AVE
Suite, Apt. #, etc.
608
City & State
Miami, FL
Zip
33129
Country

3. Date Organized or Qualified
01/17/1995
3a. State of Formation
FL

4. FET Number
65-0548842.
☒ Applied For
☐ Not Applicable

5. Date of Last Report
95
6. Certificate of Status Desired
SA 75 Additional Fee Required ☐

7. Name and Address of Current Registered Agent

BERT ALEXANDER & ASS, OCIALES
7521. SW 133RD ST.
MIAMI FL 33156

8. Name and Address of New Registered Agent

Name
BERT ALEXANDER & ASSOCIATES
Street Address (P.O. Box Number is Not Acceptable)
2121 S.W. 31st AVE
Suite, Apt. #, etc.
608
City
Miami
Zip Code
FL 33129

9. Pursuant to the provisions of Sections 608 416 and 608 508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when re-stating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	IRIGOYEN, BERT	2121 S.W. 31 st AVE - #608 7521 SW 133RD ST.	Miami, FL 33129 MIAMI FL

000001873940
-06/25/96--01002--018
****263.75 ****263.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119 07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address

SIGNATURE: B. Irigoyen 6/6/96 (305) 285-9994