

L95000000251



1116 D Thomawille Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

GLINDA P. BENNETT  
Personal Representative

FILED  
95 MAR 23 11 20 AM  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
03-21-95

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Secure Finance, L.C. 600001444846  
(Corporation Name) (Document #) -03/31/95--01052--017  
\*\*\*337.50 \*\*\*337.50
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in     Pick up time 3-23 1:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status
- Glinda*

RECEIVED  
MAR 23 11:20 AM '95  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-6465

NANCY HENDRICKS MAR 29 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 23, 1995

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: SECURE FINANCE, L.C.  
Ref. Number: W95000006465

We have received your document for SECURE FINANCE, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 695A00013162

*Corrected  
Thanks  
Gina JA*

**ARTICLES OF ORGANIZATION  
of**

**POPULAR FINANCE, L.C.**

95 MAR 23 11 00 AM '95

The undersigned initial member of POPULAR FINANCE, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

EFFECTIVE DATE

03-21-95

The name of this Company is:

**POPULAR FINANCE, L.C.**

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on March 21, 1995, and shall continue until March 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

c/o Sparber, Kosnitzky, Truxton, Spratt & Brooks, P.A.  
1401 Brickell Avenue, Suite 700  
Miami, Florida 33131  
Attn: Jorge A. Gonzalez, Esq.

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

1401 Brickell Avenue  
Suite 700  
Miami, Florida 33131

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation  
1401 Brickell Avenue  
Suite 700  
Miami, Florida 33131

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of the members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of all of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company as set forth in the Regulations, provided such assignment and

admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

**ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

**ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Rafael Nin  
c/o Kana Development, Inc.  
3100 Clay Avenue  
Suite 275  
Orlando, FL 32804

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company

which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**


Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 21st day of March, 1995.

**INITIAL MEMBER:**

KANA DEVELOPMENT, INC., a Florida corporation

By: \_\_\_\_\_

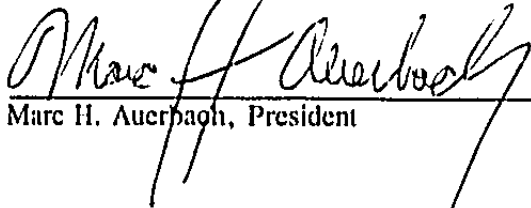
  
Rafael Nin, President

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of POPULAR FINANCE, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:   
\_\_\_\_\_  
Marc H. Auerbach, President

Dated: March 21, 1995

EFFECTIVE DATE

03-21-95

FILED  
95 MAR 23 AM 9 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of POPULAR FINANCE, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$10,000

4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

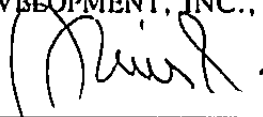
Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: March 21, 1995

INITIAL MEMBER:

KANA DEVELOPMENT, INC., a Florida corporation

By: \_\_\_\_\_

  
Rafael Nin, President



# L9500000251

Requestor's Name  
 CORPORATE ACCESS, INC.  
 1116-D THOMASVILLE RD  
 TALLAHASSEE, FL 32309  
 (004) 222-2666  
 City/State/Zip      Address  
 Phone # *Quati*

400001889744  
 -07/10/96--01052--019  
 \*\*\*\*355.00 \*\*\*\*105.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Popular Finance, L.C.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_ *Amend*  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in       Pick up time *6/28/96 1:00*       Certified Copy  
 Mail out       Will wait       Photocopy *(C)*       Certificate of Status

FILED  
 JUN 28 PM 4:21  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger <i>6/27/96</i>

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX \_\_\_\_\_  
 FILING \_\_\_\_\_ *50.50*  
 R. AGENT FEE \_\_\_\_\_  
 SERVICE \_\_\_\_\_ *50.50*  
 TOTAL \_\_\_\_\_ *105.00*

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
POPULAR FINANCE, L.C.

FILED  
96 JUN 28 PM 4:21  
SEC. STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: POPULAR FINANCE, L.C.
2. The Articles of Organization of Popular Finance, L.C. were filed on March 23, 1995.
3. Article VII of the Articles of Organization of Popular Finance, L.C. is hereby amended to read in its entirety as follows:

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

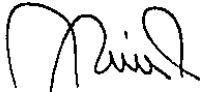
An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the non-assigning members of the Company holding at least two-thirds (2/3) of the outstanding membership interests in the Company (excluding the membership interests of the transferring member) which vote is taken at a duly called meeting of the members or by written consent of the non-assigning members of the Company holding at least two-thirds (2/3) of the outstanding membership interests in the Company (excluding the membership interests of the transferring member) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

4. The foregoing amendment was unanimously adopted by the members of the Company on May 29th, 1996 by written consent of all the members of the Company.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 29th day of May, 1996.

KANA DEVELOPMENT, INC.,  
a Florida corporation and a member  
of the Company

By: \_\_\_\_\_

  
Rafael Nin, President

# L95000000251

Requestor's Name  
**CORPORATE ACCESS, INC.**  
 1116-D THOMASVILLE RD  
 TALLAHASSEE, FL 32308  
 (904) 222-2666

City/State/Zip      Address      Phone #

*Clusti*

900001889749  
 -07/10/96--01052--019  
 \*\*\*\*355.00 \*\*\*\*250.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. POPULAR Finance, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #) *300 pp.*
3. \_\_\_\_\_  
(Corporation Name) (Document #) *Copy of audit*
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     
  Pick up time *6/28/96 1:00*     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy *CH*     
  Certificate of Status

FILED  
 96 JUN 28 PM 4:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FEE: 250.00  
 FEE: 250.00

Examiner's Initials

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED

JUN 28 PM 4:25

SEC. 608.412  
FALL 1995

Pursuant to Section 608.412 of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of a member of POPULAR FINANCE L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10,000

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$990,000

4. There have been no contributions to the Company made by the members other than cash contributions.

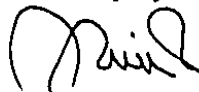
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of a member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: May 29, 1996

KANA DEVELOPMENT, INC.,  
a Florida corporation and  
member of the Company

By: \_\_\_\_\_



Rafael Nin, President

APPROVED  
AND  
FILED

96 SEP 17 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE OF THE  
SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS



Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT # L55000000251**  
  
POPULAR FINANCE, L.C.  
1401-Brickell-Avenue  
Suite-#700--ATTN--Jorge-A-Gonzalez--Esq.  
Miami--FL-33131

1a. Principal Place of Business Address  
1401-Brickell-Avenue  
Suite-#700--ATTN--Jorge-Gonzalez  
Miami--FL-33131

2. Principal Place of Business  
7575 West Flagler Street  
State Apt # etc  
City & State  
Miami, Florida  
Zip  
33144 US

2a. Mailing Address  
7575 West Flagler Street  
State Apt # etc  
City & State  
Miami, Florida  
Zip  
33144 US

3. Date Organized or Qualified  
3/21/95  
4. U.S. Federal  
5. State of Formation  
Florida  
 Applied For  
 Not Applicable  
6. Date of Last Report  
none  
7. Certificate of Status Desired  
 \$3.75 Additional Fee Required

7. Name and Address of Current Registered Agent  
KIG&S REGISTERED AGENT CORPORATION  
1401-Brickell-Avenue  
#700-  
Miami--FL-33131

8. Name and Address of New Registered Agent  
Name  
KIG&S REGISTERED AGENT CORPORATION  
Street Address (P.O. Box Number is Not Acceptable)  
100 S.E. 2nd Street  
Suite, Apt #, etc  
28th Floor  
City  
Miami FL 33131

9. I being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.  
MARC H. AUERBACH, PRESIDENT OF KIG&S REGISTERED AGENT CORPORATION  
Signature of Registered Agent: *Marc H. Auerbach* 9/13/96 *abar*

**REINSTATEMENT**

10. Title	Managing Members Managers	Business Street Address	City, State & Zip Code
Mem/ Mgr	Pedro Agudo	2460 S.W. 12th Street	Miami, FL 33135
Mem	Hansa Finance, L.C.	32 Lockerman Square, #L-100	Dover, DE 19901
Mem	Kana Development, Inc.	3100 Clay Avenue, #275	Orlando, FL 32804
Mem	Roberto Cortes	2665 S. Bayshore Drive, #1101	Miami, FL 33133
Mgr	Rafael Nin	7575 W. Flagler Street	Miami, FL 33144
Mgr	Fernando Montero	7575 W. Flagler Street	Miami, FL 33144
Mgr	Summer Kraner	7575 W. Flagler Street	Miami, FL 33144

300001950803  
-03/19/96 --01002--010  
\*\*\*783.75 \*\*\*783.75  
738.75 MS 733.75

11. I certify that I am managing member manager or the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.406, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.  
Signature of Managing Member Manager: *[Signature]* Date: 9/16/96 Daytime Phone #: (305) 264-8816  
Typed or printed name of signing Managing Member Manager: ROBERTO CORTES, MEMBER