

L95000000 598

Character Number Only

8-2-95 *Altria*

24 Flans

*Castro, Ramirez & Misch*  
 Requester's Name  
*1001 South Bayshore*  
 Address  
*Miami, FL 33131*  
 City State ZIP Phone

372-2800

CORPORATION(S) NAME

*PanLand, L.C.*

VALUATION ONLY

1995 AUG -3 11:10:50

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 -08/04/95--01003--003  
 \*\*\*285.00 \*\*\*285.00

SECRETARY OF STATE  
 TALLAHASSEE, FL 32301

1995 AUG -3 AM 2:01

FILED



Toll Free: 1-800-432-3028

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|---|--|--|
| <input type="checkbox"/> Profit                                     | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                                    |
| <input type="checkbox"/> NonProfit                                  | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                                      |
| <input type="checkbox"/> Foreign                                    | <input type="checkbox"/> Annual Report   | <input checked="" type="checkbox"/> Other <i>Limited Liability</i> |
| <input checked="" type="checkbox"/> Limited Partnership <i>L.C.</i> | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent                |
| <input type="checkbox"/> Reinstatement                              | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal                    |
| <input type="checkbox"/> Certified Copy                             | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem                           |
| <input checked="" type="checkbox"/> Walk In                         | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up                        |
|   | <input type="checkbox"/> After 4:30      | <input type="checkbox"/> Mail Out                                  |

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

F. CHESSEY AUG 3 1995

ARTICLES OF ORGANIZATION  
OF  
PANLAND, L.C.,  
a Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited company shall be: PANLAND, L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This Company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited to, power to:

- (1) Make and enter into all contracts necessary and proper for the conduct of its business.
- (2) Conduct business, have two or more Members with interest in the L.C., or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.
- (3) Purchase the corporate assets of any corporation and engage in the same character of business.
- (4) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks and any licenses or other assets or interests thereunder or therein.
- (5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

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TALLAHASSEE, FLORIDA

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as its Management may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the corporation, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and Management may deem expedient; and

(a) Provide in such instruments for transferring Company property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of any property by virtue of any such instrument of or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil criminal, administrative, or investigative, other than one by or in the right of the Company to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable grounds for belief that such action was unlawful;

(b) By or in the right of the Company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or

in connection an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) To the extent that member with interest in the L.C., management, officer, employee or agent of the company has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection therewith.

(d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Members with interest in the L.C. who were not parties to such action, suit or proceeding.

(11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (10) upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this section.

(12) Indemnify any person, if the requirements of Subsections (10) and (11) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the L.C., both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Member, officer, employee, or agent of the L.C. and shall inure to the benefit of the heirs, executors and administrators of such a person.

(13) Purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Subsection (12).

(14) Enter into general partnerships, limited partnerships (whether the L.C. be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

#### ARTICLE IV

#### CONTRIBUTIONS

The total value of all cash and other property contributed initially is as follows:

NAME  
SOCIETE STUTTGARD, S.A.

CONTRIBUTION  
\$90,000.00

CAC INTERNATIONAL CORPORATION

\$ 10,000.00

## ARTICLE V

### TERMS OF EXISTENCE

This company shall exist for a period of 20 years.

## ARTICLE VI

### MEMBERS WITH INTEREST IN L.C. AND MANAGEMENT

(1) The business of this corporation shall be conducted by the following Management Group designated by the Members with interest in the L.C. for such purpose. Corporate action shall be approved by a vote of **at least two (2) members** of the Management Group.

(2) The names and street addresses of the Management Group as appointed herein who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MANAGEMENT POSITION</u>	<u>ADDRESS</u>
GUILLERMO BELLO BETANCOURT	Managing Member	8216 S.W. 81st Terrace Miami, Florida 33143
JUAN ANTONIO SOLER	Managing Member	867 Garnet Circle Fort Lauderdale, Fla. 33326
CARLOS ALBERTO CASTRO	Managing Member	1001 So. Bayshore Drive Suite 2410 Miami, Florida 33131

## ARTICLE VII

### P.O. STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

PANLAND, L.C., desiring to organize under the laws of the State of Florida, has designated its principal office at, **1001 So. Bayshore Drive, Suite 2410, Miami, Florida 33131**, and has named as its initial Registered Agent, **CARLOS ALBERTO CASTRO**, who is located at the following address: **1001 So. Bayshore Drive, Suite 2410, Miami, Florida 33131**.

## ARTICLE VIII

### ORGANIZING MEMBERS OF THE L.C.

The name and street address of the person signing these Articles of Organization on behalf of the organizing members are:

<u>ORGANIZING MEMBER</u>	<u>ADDRESS</u>
GUILLERMO BELLO	8216 S.W. 81st Terrace Miami, Florida 33143
JUAN ANTONIO SOLER	867 Garnet Circle Fort Lauderdale, Fla. 33326

CARLOS ALBERTO CASTRO

1001 So. Bayshore Drive  
Suite 2410

ARTICLE IX

ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

All existing members shall first receive notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date which the new member intends to join. Upon the 10th day or any time set in the written notice, all the existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of the new member. It shall be a condition that such new member deposit a sum equal to the percentage of paid in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all the sums into the company's account and said amount shall be designated (additional) paid in capital.

ARTICLE X

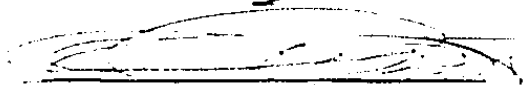
CONTINUANCE OF MEMBERSHIP AND RIGHTS OF MEMBER IN CASE OF TERMINATION

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the

then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall also be final.

  
GUILLERMO BELTO, Organizing  
Member

  
JUAN ANTONIO SOLER, Organizing Member

  
CARLOS ALBERTO CASTRO, Organizing  
Member

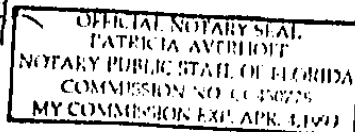
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared GUILLERMO BELLO, JUAN ANTONIO SOLER and CARLOS ALBERTO CASTRO, all of them personally known to me and known by me to be the persons who executed the above and foregoing Articles of Organization of PANLAND, L.C., and who being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me the 26 day of July, 1995.

  
Notary Public

My Commission Expires:



**ACKNOWLEDGMENT OF REGISTERED AGENT**

I, **CARLOS ALBERTO CASTRO**, having been named to accept Service of Process for **PANLAND, L.C.**, a Florida Limited Liability Company, at the place designated in paragraph no. VII of the attached Articles of Organization, I hereby accept to act in this capacity, accepting the duties as Registered Agent, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 26<sup>th</sup> day of July, 1995.

  
**CARLOS ALBERTO CASTRO,**  
Registered Agent




AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PANLAND, 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 members is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0.  
A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$ 100,000.00. The total includes amounts from 2 and 3 above.

  
GUILLERMO-BEELLO, Organizing  
Member

  
JUAN ANTONIO SOLER, Organizing  
Member

  
CARLOS ALBERTO CASTRO,  
Organizing Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation, under the penalty of perjury, that the facts stated herein are true.)

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

**APPROVED  
AND  
FILED**

**96 MAR 27 PM 2: 27**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996**



**FLORIDA DEPARTMENT OF STATE  
Candra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS**

**FILING FEE  
\$ 238.75**

**Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee**

**Make Check Payable To: FLORIDA DEPARTMENT OF STATE**

**1. Name and Mailing Address  
of Limited Liability Company**

**DOCUMENT #L95000000598**

**PANLAND, L.C.  
1001 S BAYSHORE DR SUITE 2410  
MIAMI FL 33131**

**1a. Principal Place of Business Address**

**1001 S BAYSHORE DR SUITE 2410  
MIAMI FL 33131**

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

**2. Principal Place of Business**

**2a. Mailing Address**

**3. Date Organized or Qualified**

**3a. State of Formation**

**08/03/1995**

**FL**

**4. FEI Number**

☒ **Applied For**

☐ **Not Applicable**

**5. Date of Last Report**

**6. Certificate of Status Desired**

**AB: Additional Fee Required**

**7. Name and Address of Current Registered Agent**

**8. Name and Address of New Registered Agent**

**CASTRO, CARLOS A  
1001 S BAYSHORE DR SUITE 2410  
MIAMI FL 33131**

**Name**

**Street Address (P.O. Box Number is Not Acceptable)**

**Suite, Apt. #, etc**

**City**

**FL**

**Zip Code**

**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) (If 3/1, Registered Agent signature required when reappointing)

**10. Title**

**Managing Members/Managers**

**Business Street Address**

**City, State and Zip Code**

**MGRM BETANCOURT, GUILLERMO**

**8216 SW 81 TERR**

**MIAMI FL**

**MGRM SOLER, JUAN A**

**867 GARNET CIRCLE**

**FT LAUDERDALE FL**

**MGRM CASTRO, CARLOS A**

**1001 S BAYSHORE DR SUITE 2**

**MIAMI FL**

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\*\*\*\*238.75 \*\*\*\*238.75**

*3/27*

**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 owner thereof, and I am 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:**

*Guillermo Betancourt*

*3/12/96 (305) 372-2812*

SIGNATURE AND TITLE OF AUTHORIZED PERSON OF SUPPLYING ORGANIZATION MUST BE ON SEPARATE PAGE

Date

Signature Page #