

L9500000668



PRINCIPLE, REAL,
ETHICAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 671558 121767A

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 285.00

ORDER DATE : August 30, 1995

ORDER TIME : 9:31 AM

ORDER NO. : 671558

CUSTOMER NO: 121767A

600001573456

CUSTOMER: Martin J. Genauer, Esq
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

EFFECTIVE DATE
8/28/95

DOMESTIC FILING

NAME: IBERIA TILES INTERNATIONAL,
L.C.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

B. REGISTER AUG 30 1995
789,625,671
W95-17522

SAB
8/31/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1995

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: IBERIA TILES INTERNATIONAL, L.C.
Ref. Number: W95000017522

We have received your document for IBERIA TILES INTERNATIONAL, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 695A00040455

EFFECTIVE DATE

8/28/95

ARTICLES OF ORGANIZATION

OF

IBERIA TILES INTERNATIONAL, L.C.

FILED

25 AUG 31 1995

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is IBERIA TILES INTERNATIONAL, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist for thirty (30) years from such date unless sooner terminated as provided herein.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office and its mailing address is 2975 N. W. 77th Avenue, Miami, Florida 33122.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Fernando Rodriguez-Vila. The street address of the initial registered office of the corporation in the State of Florida is Fernando Rodriguez-Vila, c/o Iberia Tiles Corporation, 2975 N.W. 77th Avenue, Miami, Florida 33122.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$25,000.00 which shall be paid entirely in cash. Additional capital contributions are not required, but may be made in accordance with the terms of the Agreement of Operation of Iberia Tiles International, L.C. as it may be amended from time to time.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Agreement of Operation of Iberia Tiles International, L.C.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Death, insanity, bankruptcy, retirement or withdrawal of any Member.
3. Dissolution of any Member which is an entity.
4. Unanimous agreement of the Members to dissolve.
5. The sale of all or substantially all of the assets of the Limited Liability Company.
6. The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

Iberia Tiles Corporation.
a Florida corporation
2975 N. W. 77th Avenue
Miami, Florida 33122

Iberica International Corporation,
a Florida corporation
2100 Ponce De Leon Boulevard
Suite 1180
Coral Gables, Florida 33134

ARTICLE X

RESTRICTION ON TRANSFER

No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Limited Liability Company without the prior written consent of all other Members, except as provided in the Agreement of Operation of Iberia Tiles International, L.C. as it may be amended from time to time.

ARTICLE XI

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization of Iberia Tiles International, L.C. effective this 22nd day of August, 1995.

IBERIA TILES CORPORATION

By: 

Fernando Rodriguez-Vila
Executive Vice President

IBERICA INTERNATIONAL CORPORATION

By: 

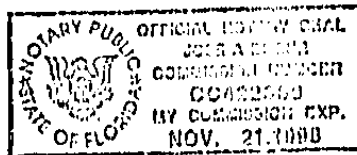
Gabriel Pascual, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared GABRIEL PASCUAL, as President of IBERICA INTERNATIONAL CORPORATION, a Florida corporation, to me personally known or who produced DA as identification, and he did acknowledge to me that he executed the foregoing Articles of Organization of IBERIA TILES INTERNATIONAL, L.C., a Florida limited liability company, on behalf of IBERICA INTERNATIONAL CORPORATION.

WITNESS my hand and official seal this 8TH day of AUGUST, 1995.

Jose A. Duque
Notary Public, State of Florida
Print Name: JOSE A. DUQUE
My Commission Expires:

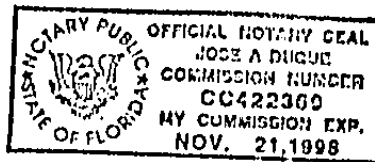


STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared FERNANDO RODRIGUEZ-VILA as Executive Vice President of IBERIA TILES CORPORATION, a Florida corporation, to me personally known or who produced J A as identification, and who did acknowledge to me that he executed the foregoing Articles of Organization of IBERIA TILES INTERNATIONAL, L.C., a Florida limited liability company, on behalf of IBERIA TILES CORPORATION.

WITNESS my hand and official seal this 8TH day of August, 1995.

Jose A. Duque
Notary Public, State of Florida
Print Name: Jose A. Duque
My Commission Expires:



AFFIDAVIT RE: CAPITAL CONTRIBUTIONS

OF

IBERIA TILES INTERNATIONAL, L.C.

COMES NOW, Fernando Rodriguez-Vila, as Executive Vice President of Iberia Tiles Corporation, a Florida corporation, a member of Iberia Tiles International, L.C. (the "Limited Liability Company"), who deposes and states as follows:

1. The initial members of the Limited Liability Company are Iberia Tiles Corporation and Iberica International Corporation.

2. The initial capital contributions of the members of the Limited Liability Company are as follows:

<u>Name of Member</u>	<u>Initial Capital Contribution</u>
Iberia Tiles Corporation	\$ 15,000.00
Iberica International Corporation	\$ 10,000.00

3. To the best of my knowledge, no additional capital contributions are presently anticipated to be contributed by the members to the Limited Liability Company.

4. Affiant further sayeth naught.

Member:

Iberia Tiles Corporation

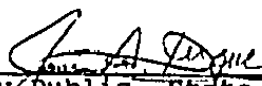
By: 

Fernando Rodriguez-Vila
Executive Vice-President

State of Florida)
) SS:
County of Dade)

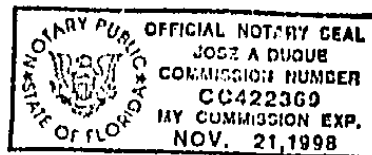
BEFORE ME, personally appeared FERNANDO RODRIGUEZ-VILA, Executive Vice President of IBERIA TILES CORPORATION, a Florida corporation, to me personally known or who produced N/A as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of IBERIA TILES INTERNATIONAL, L.C., Florida limited liability company, as Executive Vice President of IBERIA TILES CORPORATION.

WITNESS my hand and official seal this 8th day of August, 1995.



Notary Public, State of Florida
Print Name: Jose A. DUQUE

My Commission Expires:



FILED
35 20 31 1975

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

IBERIA TILES INTERNATIONAL, L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Miami, County of Dade, State of Florida, has named Fernando Rodriguez-Vila, located at c/o Iberia Tiles Corporation, 2975 N.W. 77th Avenue, Miami, Florida 33122, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at the place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Fernando Rodriguez-Vila

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

FILED
96 MAY -1 AM 8:00
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra 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**

DOCUMENT # L95000000668

Name and Mailing Address
of Limited Liability Company

IBERIA TILES INTERNATIONAL, L.C.
2975 N.W. 77TH AVE.
MIAMI FL 33122

1a. Principal Place of Business Address

2975 N.W. 77TH AVE.
MIAMI FL 33122

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
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/28/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		65-0621589	
				5. Date of Last Report	6. Certificate of Status Desired
					SR: \$ Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent

RODRIGUEZ-VILA, FERNANDO
C/O IBERIA TILES COPORATION
2975 N.W. 77TH AVE.
MIAMI FL 33122

8. Name and Address of New Registered Agent

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) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	IBERIA TILES CORPORA,	2975 N.W. 77TH AVE.	MIAMI FL
MGRM	IBERICA INTERNATIONAL,	2100 PONCE DE LEON BLVD.,	CORAL GABLES FL

300001834433
-05/22/96--01042--014
****238.75 ****238.75

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: _____
SIGNATURE AND TITLE OF REGISTERED NAME OF SIGNING MANAGER OR MANAGER