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AUTHORIZATION : Patricia Pyjuts

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ORDER DATE : February 5, 1996

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ORDER NO. : 832455

CUSTOMER NO: 9029A

CUSTOMER: David Chenkin, Esq.
FRANK EFFMAN & WEINBERG, P.A.

Second Floor
8000 Peters Road
Plantation, FL 33324

EFFECTIVE DATE
FEB - 1 1996

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96 FEB -5 3:11:09
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: N.H. TRADING, L.C.

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: T. BROWN FEB - 5 1996

FILED
96 FEB -5 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
N.H. TRADING, L.C.

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96 FEB -5 PM 2:43
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In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the limited liability company shall be

N.H. Trading, L.C.
165 East Bayridge Drive
Fort Lauderdale, FL 33326

ARTICLE II

The address of the principal place of business of this limited liability company in the State of Florida shall be 165 East Bayridge Drive, Fort Lauderdale, FL 33326, and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be MARIA ALEJANDRA NAPP, whose address is 165 East Bayridge Drive, Fort Lauderdale, Florida 33326.

ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for a perpetual period from the above date unless earlier dissolved by the members as set forth in these Articles of Organization.

ARTICLE IV

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

Maria Alejandra Napp, Manager

165 East Bayridge Drive
Ft. Lauderdale, FL 33326

ARTICLE V

This limited liability company is organized for the purpose of acquiring, developing, operating a business engaged in the importation and exportation of, as well as sale of dental and other products, or in a similar capacity, and to engage in such related businesses as may be agreed on by the members. Additionally, this limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members.

ARTICLE VII

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall be dissolved; provided, the remaining members may continue the business of the limited liability company by a unanimous vote of the profit and loss sharing ratios of the remaining members.

ARTICLE VIII

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles.

ARTICLE IX

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE X

The limited liability company shall be dissolved on the happening of any of the following events:

[1] Termination of the term specified in Article III.

[2] The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided in Article VII.

[3] The unanimous agreement of the members.

ARTICLE XI

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

ARTICLE XII

The total amount of cash contributed to the limited liability company is One Thousand Dollars (\$1,000.00), the capital contribution of each member is:

JOSE H. URDANETA	\$ 992.00
DIOCELINA RAMIREZ DE URDANETA	\$ 8.00

No property other than cash is contributed to the limited liability company as the capital contribution of each member.

ARTICLE XIII

The members agree that the members are not required to make any other additional contributions.

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 1 day of FEBRUARY, 1996.

MEMBERS:


MARIA ALEJANDRA NAPP, Manager

ADDRESSES:

165 East Bayridge Drive
Ft. Lauderdale, FL 33326

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.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, personally appeared MARIA ALEJANDRA NAPP, individually, to me well known and known to me to be the person in and who executed the foregoing Articles of Organization of N.H. Trading, L.C., who has produced _____ as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of February, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida

Printed Name of Notary Public _____

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of N.H. TRADING, L.C., a Florida Limited Liability Company, deposes and says:

1. The above-named limited liability company has at least two (2) members, to-wit: JOSE H. URDANETA and DIOCELINA RAMIREZ URDANETA.

2. The total amount of cash contributed by the member(s) is \$992.00 for JOSE H. URDANETA and \$8.00 for DIOCELINA RAMIREZ URDANETA for a total amount of cash contributed in the sum of \$1,000.00.

3. If any, the agreed value of property other than cash contributed by the member(s) is \$N/A. 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 \$1,000.00. This total includes amounts from 2 and 3 above.



MARIA-ALEJANDRA NAPP, MANAGER

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.

FILED
96 FEB -5 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **N.H. TRADING, L.C.**
2. The name and address of the registered agent and office is:

MARIA ALEJANDRA NAPP
165 East Bayridge Drive
Fort Lauderdale, Florida 33326

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.



MARIA ALEJANDRA NAPP, MANAGER

DATED this 1 day of FEBRUARY, 1996.