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FLORIDA DIVISION OF CORPORATIONS

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## ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ADORNO &amp; ZEDER, P.A.

DEPARTMENT OF STATE

2601 S BAYSHORE DR

STATE OF FLORIDA

SUITE 1600

409 EAST GAINES STREET

MIAMI FL 33133-

TALLAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7098

FAX: (305) 858-4777

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: DEL VALLE GROUP, INC.

FAX AUDIT NUMBER: H96000001987

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**February 9, 1996**

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**FROM: Justin T. Wilson (305) 860-7098**

**FAX NO. (305) 858-4777**

**COMMENTS: PLEASE FILE ARTICLES OF ORGANIZATION**

**TOTAL NUMBER OF PAGES, INCLUDING COVER LETTER: 7**

**A&Z REFERENCE No.: 12382.001**

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**ARTICLES OF ORGANIZATION  
OF  
DEL VALLE GROUP, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, under Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I. NAME**

The name of the limited liability company shall be Del Valle Group, L.C. (the "Company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company shall be 2825 Granada Blvd., Apt. 1-A, Coral Gables, Florida 33134.

**ARTICLE III. PURPOSES AND POWERS**

The limited liability company is authorized to transact any business permitted by the laws of the State of Florida, from time to time, for a limited liability company.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Nicolás J. Gutiérrez, Jr., Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company, only upon the unanimous consent of all the members.

**ARTICLE VII. PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Regulations adopted and as amended from time to time by the members.

This instrument prepared by:  
Justin T. Wilson  
2601 S. Bayshore Dr., Suite 1600  
Miami, Florida 33133  
(305) 858-5555

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**ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his or her interest in the Company, as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by unanimous written consent.

**ARTICLE IX. TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two (2) remaining members.

**ARTICLE X. MANAGEMENT**

The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with Florida law or these Articles of Organization. The names and addresses of the managing members of the Company are:

NAME	ADDRESS
Paula Goicoechea de del Valle	2825 Granada Blvd. Apt. 1-A Coral Gables, Florida 33134
Francisco L. del Valle y Goicoechea	2825 Granada Blvd. Apt. 1-A Coral Gables, Florida 33134
Paula de la Parra y del Valle	2825 Granada Blvd. Apt. 1-A Coral Gables, Florida 33134
Manuel Montoro y González-Chávez	2825 Granada Blvd. Apt. 1-A Coral Gables, Florida 33134

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Antonio del Valle y Goicoachea

2825 Granada Blvd.  
Apt. 1-A  
Coral Gables, Florida 33134

**ARTICLE XI. AMENDMENT**

These Articles of Organization may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 8th day of February, 1986.

  
Nicolas J. Gutierrez, Jr. Esq.  
Authorized Representative

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Del Valle Group, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.

2. No cash is being contributed by the members at this time.

3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000. These contributions include, but are not limited to, services rendered and all rights, claims and interests in the income produced by the properties in Cuba belonging to the *Sucesión de Lorenzo Stanislaw del Valle y Grau*, as well as any damages against persons trafficking in such properties.

4. The total amount of contributions anticipated to be contributed by members is \$100,000. This total includes amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: February 8, 1996

  
Nicolás J. Gutiérrez, Jr., Esq.  
Authorized Representative

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95 FEB 12 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Del Valle Group, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as registered agent.

  
Nicolas J. Gutierrez, Jr., Esq.  
Registered Agent

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TALLAHASSEE, FLORIDA

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FULBRIGHT & JAWORSKI  
LLP.

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
801 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2004

TELEPHONE: 202/662-0200  
TELEX: 107471  
FACSIMILE: 202/662-4643

WRITER'S DIRECT DIAL NUMBER:  
202/662-4770

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February 26, 1996

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

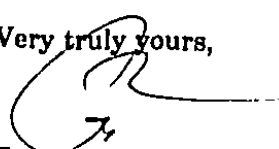
Re: APIA, L.C., document number L96000000076

Dear Sir or Madam:

Enclosed please find the original and one copy of a Certificate of Amendment for the above-mentioned Florida limited liability company. Per our telephone conversation with your offices, we enclose a check in the amount of \$52.50, made payable to the Department of State.

Please do not hesitate to contact me if you have any questions regarding this matter. Thank you for your assistance.

Very truly yours,

  
Craig T. Redinger

CTR/msw  
Enclosures  
Via Certified Mail - Return Receipt Requested  
cc: Peter Greither

FILED  
96 MAR -4 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
PAX  
3-7

**CERTIFICATE OF AMENDMENT OF APIA, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Fla. Stat. Ann. § 608.411(1)-(3), the undersigned, duly authorized representative of all the members of the Company, hereby submits this Certificate of Amendment of APIA, L.C., a Florida Limited Liability Company, and states as follows:

The name of the Limited Liability Company is APIA, L.C.

The Articles of Organization were filed with the Florida Department of State on January 16, 1996, and assigned document number L96000000076.

Article IV of the Articles of Organization of APIA, L.C., as filed, is hereby deleted in its entirety, and in its place the Members hereby insert the following:

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

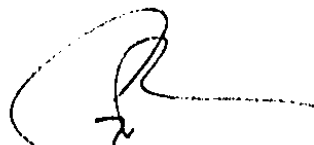
Lloyd Miller  
14205 SW 119th Avenue  
Miami, FL 33186

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96 MAR -4 PM 3:08  
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TALLAHASSEE, FLORIDA

All other provisions of the Articles of Organization of APIA, L.C., as amended, remain in full force and effect.

2/6/96

(Date)



(Signature of the Authorized Representative of the Members)

Craig T. Rodinger, Authorized Representative of Peter Greither, Member, and Elisabeth Greither, Member

L96000000170

ADORNO & ZEDER  
A PROFESSIONAL ASSOCIATION

2801 SOUTH BAYSHORE DRIVE  
SUITE 1800  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555

FACSIMILE  
(305) 858-4777

March 6, 1996

Susan Payne  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

800000117488518  
-03/14/96--01004--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: DEL VALLE GROUP, L.C.

Dear Susan:

Pursuant to our conversation of last week, please find enclosed an amendment to the Affidavit of Membership and Contributions of the above-captioned entity, along with a check in the amount of \$52.50, made payable to the Department of State. Please make the necessary changes and provide me with proof of filing thereafter. Thank you in advance for your assistance in this matter. Please call me directly at (305) 860-7098 if you have any questions.

Sincerely,

ADORNO & ZEDER, P.A.

*Justin T. Wilson*  
Justin T. Wilson  
Legal Assistant

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R. AGENT \_\_\_\_\_  
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OVERRATEMENT \_\_\_\_\_  
TOTAL 52.50

JTW/C.L.TROW/2/1/96

AMENDMENT  
TO  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
DEL VALLE GROUP, L.C.

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96 MAR -8 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Authorized Representative of DEL VALLE GROUP, L.C., a limited liability company organized and existing under and by virtue of the Florida Statutes (the "Company"), does hereby certify:

1. The name of the Company is DEL VALLE GROUP, L.C.
2. The following section of the Affidavit of Membership and Contributions of the Company be and it hereby is amended in the following particulars:

Section 3 be and it hereby is amended in its entirety to read as follows:

"3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000. These contributions include, but are not limited to, services rendered and all rights, claims and interests in the income produced by the properties in Cuba belonging to the *Sucesión de Lorenzo Estanislao del Valle y Grau*, as well as any damages against persons trafficking in such properties."

3. The foregoing amendment was unanimously adopted by the members of the Company by written consent dated February 29, 1996.

IN WITNESS WHEREOF, the undersigned Authorized Representative of the Company has executed this Amendment this 29th day of February, 1996.

  
Nicolás J. Gutiérrez, Jr., Esq.  
Authorized Representative

L960000000170

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1600

MIAMI, FLORIDA 33133  
TELEPHONE (305) 850-5555

FACSIMILE  
(305) 850-4777

February 10, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/12/97--01069--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Attention: Amendments Section

Re: DEL VALLE GROUP, L.C.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of an Amendment to Affidavit of Membership and Contributions for the above-captioned entity. Please file the aforementioned document as soon as practicable and provide the undersigned with a stamped copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

*Justin T. Wilson*  
Justin T. Wilson  
Legal Assistant

encl.

JTW/C.LTRCOV/79040/12382.001

SH 2/17  
Amend.

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97 FEB 12 AM 8:43  
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TALLAHASSEE, FLORIDA

**AMENDMENT  
TO  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
DEL VALLE GROUP, L.C.**

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97 FEB 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Authorized Representative of DEL VALLE GROUP, L.C., a limited liability company organized and existing under and by virtue of the Florida Limited Liability Company Act (the "Company"), does hereby certify:

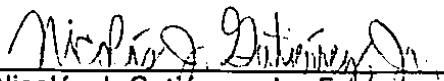
1. The name of the Company is DEL VALLE GROUP, L.C.
2. The Articles of Organization of the Company were filed with the Florida Department of State, Division of Corporations, on February 12, 1996.
3. The following section of the Affidavit of Membership and Contributions of the Company be and it hereby is amended in the following particulars:

Section 3 be and it hereby is amended in its entirety to read as follows:

"3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000. These contributions include, but are not limited to, services rendered and all rights, claims and interests in the income produced by the properties in Cuba belonging to the *Sucesión de Lorenzo Estanislao del Valle y Grau*, as well as any damages against persons trafficking in such properties."

3. The foregoing amendment was unanimously adopted by the members of the Company by written consent dated July 17, 1996.

**IN WITNESS WHEREOF**, the undersigned Authorized Representative of the Company has executed this Amendment this 17th day of July, 1996.

  
Nicolás J. Gutiérrez, Jr., Esq.,  
Authorized Representative