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LAW OFFICES OF
ALICIA M. MORALES, P.A.
BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVENUE
SUITE 601
MIAMI, FLORIDA 33132

TLL (305) 375-8040

FAX (305) 358-7101

VIA FEDERAL EXPRESS

February 29, 1996

Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Formation of Minever, L.C.

Gentlemen:

600001729748
-03/01/96--01088--001
***285.00 ***285.00

Enclosed herewith are the following original documents, plus one
(1) copy of each for Minever, L.C.:

1. Articles of Organization
2. Affidavit of Membership and Contributions
3. Acceptance by Registered Agent

Also enclosed herewith is a check payable to the Florida Division
of Corporations in the amount of \$285.00 for purposes of forming a
Limited Liability Company.

Please return copies and confirmation. Also enclosed is a self-
addressed envelope.

Very truly yours,

Alicia Morales
Alicia Morales, Esq.

AMM/daa
Enclosures

SN MAR - 5 1996

called Alicia -
the P.A. will be the RA.
x added \$5 total amt. is \$600, con.
in Affidavit.

FILED
MAR 1 AM 10:38
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MINEVER L.C.

We, the undersigned, hereby certify that we have associated ourselves, and file the following Articles of Organization, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company shall be:

MINEVER L.C.

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall commence immediately upon the filing of these Articles of Organization and shall continue until 12:01 a.m. of the day that is the tenth anniversary of the date of filing of these Articles of Organization, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This limited liability company is organized for the purpose of owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring, and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this limited liability company shall be located at 8201 Coral Way, Miami, Florida 33155.

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26 MAR -1 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Alicia M. Morales, P.A.
Bayside Office Center
141 N.E. 3rd Avenue
Suite 601
Miami, Florida 33132

ARTICLE VI

CAPITAL CONTRIBUTIONS

A.) CASH

The total amount of cash to be contributed to the company by the members is one thousand dollars (\$1,000.00). Except as set forth in B below the members have not agreed to make any additional contributions to the company.

B.) LAND

In addition, the members have agreed to contribute certain real property, consisting of approximate total of fifteen (15) acres of rawland located in unincorporated Dade County, Florida in an area commonly referred to as the "Bird Drive Everglades" basin.

ARTICLE VII

MANAGEMENT

The member listed below will manage the limited liability company until the first annual meeting of members or until his successor is elected and qualified. The name and address of the manager is:

Nicolas A. Martin-Hidalgo
8201 Coral Way
Miami, Florida 33155
305 262-5151
Fax 264-8950

ARTICLE VIII

RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE AFTER WITHDRAWAL OF A MEMBER

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as otherwise agreed upon by the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE IX

* This company shall indemnify its manager to the full extent permitted by the laws of the State of Florida.

The undersigned, being the original manager of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of Minever L.C.

Executed by the undersigned at Miami, Florida this 26th day of February, 1996.


Nicolas A. Martin-Hidalgo

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
26th day of February, 1996 by Nicolas A. Martin-Hidalgo, who is
personally known to me and who did not take an oath.

Alicia Morales
Notary Public
State of Florida at Large

My commission expires:



ALICIA MORALES
MY COMMISSION # CC207981 EXPIRES
June 28, 1997
BONDED THROUGH TRISTY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Minevor L.C., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by the Florida Statutes upon registered agents.

Dated this 26th day of February, 1996.

ALICIA M. MORALES, P.A.

Alicia Morales
Alicia Morales, Esq.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Minover, L.C., a limited liability company of the State of Florida, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the member(s) is \$450,000. A description of the property is attached hereto as Exhibit "A" and by this reference made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is ~~\$99,000.00~~. This total excludes amounts from 2 and 3 above. *\$ 149,000 N/A*
5. The total amount of 2, 3 and 4 is \$600,000.

Member:

Bird Ever Corporation Inc.,
a Florida corporation

By: *Nicolas A. Martin-Hidalgo*
Nicolas A. Martin-Hidalgo
President

Date: February 26th, 1996

FILED
96 MAR - 1 AM 10:38
CLERK OF STATE
TALLAHASSEE, FLORIDA