

# L96000000303

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Handwritten notes:*  
 CLIENT WORKER IN FILE  
 A.C. with affidavit  
 also State  
 PK

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/18		
TIME	7:00		CK No. _____
BY	22		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Perla Antilla No. 52504

96 MAR 18 PM 1:29

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Capital Express™ C.C.  
 Art. of Inc. File \_\_\_\_\_  
 Corp. Record Search \_\_\_\_\_  
 Ltd. Partnership File \_\_\_\_\_  
 Foreign Corp. File \_\_\_\_\_  
 ( ) Cert. Copy(s) \_\_\_\_\_

EFFECTIVE DATE  
3-11-96

Art. of Amend. File \_\_\_\_\_  
 Dissolution/Withdrawal \_\_\_\_\_  
 C U S - \_\_\_\_\_  
 Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_  
 Annual Report/Reinstatement \_\_\_\_\_  
 Reg. Agent Service \_\_\_\_\_  
 Document Filing \_\_\_\_\_

Corporate Kit 100001749831  
 Vehicle Search -03/19/96--01138--012  
 Driving Record \*\*\*\*337.50 \*\*\*\*337.50  
 Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_  
 UCC 11 Search \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 File No.'s, Copies \_\_\_\_\_

Courier Service \_\_\_\_\_  
 Shipping/Handling \_\_\_\_\_  
 Phone ( ) \_\_\_\_\_  
 Top Priority \_\_\_\_\_

Express Mail Prep. \_\_\_\_\_  
 FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF ORGANIZATION**  
**OF**  
**PERLA ANTILLES, L.C.**  
**a Florida Limited Liability Company**

**FILED**  
96 MAR 18 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
3-11-96

**THE UNDERSIGNED** hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**  
**NAME**

The name of the limited liability company (the "company") shall be **PERLA ANTILLES, L.C.**

**ARTICLE II**  
**PURPOSE**

The purpose is to engage in all lawful activity.

**ARTICLE III**  
**DURATION**

The company shall exist until the earlier of the date not exceeding 50 years from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV  
PLACE OF BUSINESS IN THE STATE**

The mailing address and principal place of business of the company in the State of Florida shall be:

One S.E. Third Avenue  
Suite 1980  
Miami, Florida 33131

**ARTICLE V  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered agent and the initial registered office of the company is:

AMKGS Registered Agents, Inc.  
1980 SunTrust International Center  
One S.E. Third Avenue  
Miami, Florida 33131

**ARTICLE VI  
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Company's regulations.

**ARTICLE VII  
MANAGEMENT**

The management of the Company is reserved to the members. The name of the managing members and their addresses are:

Alvaro Velasco  
c/o One S.E. Third Avenue  
Suite 1980  
Miami, Florida 33131

AMKGS Registered Agents, Inc.  
One S.E. Third Avenue  
Suite 1980  
Miami, Florida 33131

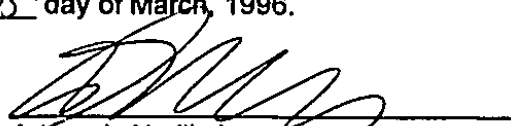
**ARTICLE VIII  
CONTINUATION OF BUSINESS OPERATIONS**

The company shall be dissolved upon 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 a limited liability company, unless the business of the company is continued by the consent of all of the remaining members.

**ARTICLE IX  
EFFECTIVE DATE**

Pursuant to F.S. 608.409(1), corporate existence shall begin on March 11, 1996.

**IN WITNESS WHEREOF**, the undersigned member of PERLA ANTILLES, L.C. has executed these Articles of Organization this 11<sup>th</sup> day of March, 1996.

  
Arturo J. Aballi, Jr.

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**PERLA ANTILLES, L.C.**

**a Florida Limited Liability Company**

**FILED**

96 MAR 18 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That PERLA ANTILLES, L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 15<sup>th</sup> day of March, 1996.

AMKGS Registered Agents, Inc.

By: 

Arturo J. Aballi, Jr.  
President

**AFFIDAVIT OF MEMBER**

**FILED**

96 MAR 18 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

The undersigned member of **PERLA ANTILLES, L.C.** duly sworn states:

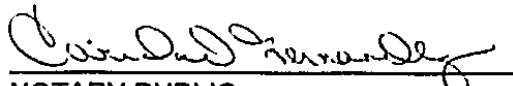
1. There are at least two members of this limited liability company.
2. The amount of cash contributed by the members is \$850.00 and property consisting of claims, the agreed value of which is to be determined by a court of competent jurisdiction.

AMKGS REGISTERED AGENTS, INC.

By: 

Arturo J. Aballi, Jr.  
President

SWORN TO BEFORE ME on this 15<sup>th</sup> day of March, 1996.

  
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL  
CARIDAD HERNANDEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC397671  
MY COMMISSION EXP. AUG. 3, 1998