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L96000000670

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Writer's Direct Line: 373-9448

June 14, 1996

Via Federal Express

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Caribbean Partners, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Organization, for filing on behalf of the above-referenced limited liability company. In addition, we have enclosed a check in the amount of \$337.50, representing the applicable filing fees as well as a certified copy.

To evidence receipt of this filing, please date stamp the duplicate copy of the articles and return them to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions, please contact me.

Very truly yours,

BROAD AND CASSEL

Allison A. Lichter  
Corporate Paralegal

AAL/bas  
Enclosures  
cc: Marwin S. Cassel, P.A.

FILED  
96 JUN 18 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CARIBBEAN PARTNERS, L.L.C.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - Name:**

The name of the limited liability company is **CARIBBEAN PARTNERS, L.L.C.** (the "Company").

**ARTICLE II - Duration**

The period of duration for the Limited Liability Company shall be 50 years.

**ARTICLE III - Address**

The mailing address and street address of the principal office of the Company is:

One Biscayne Plaza  
100 South Biscayne Boulevard  
Suite 1100  
Miami, Florida 33131

**ARTICLE IV - Management**

The Company is to be managed by the members, and the name and address of the managing member is:

Tibor Hollo  
One Biscayne Plaza  
100 South Biscayne Boulevard  
Suite 1100  
Miami, Florida 33131

**ARTICLE V - Admission of Additional Members**

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

#### **ARTICLE VI - Members Rights to Continue Business**

The members of the Company shall not have the right to continue the business 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 unless the business of the Company is continued by the consent of all of the remaining members.

#### **ARTICLE VII - Distributions and Allocations**

At formation of the Company, Tibor Hollo contributed 80% of the capital contributions, Wayne Hollo 10% and Jerome Hollo 10%. No future capital contributions shall be made by the Members without their unanimous consent. If all Members unanimously consent to future capital contributions, such contributions shall be made as follows: Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%. All profits and losses shall be allocated as follows: Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%. Capital accounts shall be maintained for each Member by adding to his initial capital contributions both his future capital contributions and his share of profits, and by deducting both his future distributions and his share of losses. (However, allocations required by Code Sec. 704(c) shall be made as required and shall not affect Capital Accounts). Because the initial capital accounts, future capital contributions and profits and losses are anticipated to be shared Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%, it is likewise anticipated that capital accounts will at all times be in the ratio of Tibor Hollo 80%; Wayne Hollo 10% and Jerome Hollo 10%. All liquidating distributions shall be made in proportion to positive capital accounts.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 14 day of ~~May~~<sup>June</sup>, 1996.




Tibor Hollo, Member

## AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

A member of Caribbean Partners, L.L.C., deposes and says:

- 1) the above named Limited Liability Company has at least two members.
- 2) the total amount of cash contributed by the members is \$1,000.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amount from Item 2 above.



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Tibor Hollo, Member

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Caribbean Partners, L.L.C.
2. The name and address of the registered agent and office is:

Tibor Hollo  
One Biscayne Plaza  
100 South Biscayne Boulevard  
Suite 1100  
Miami, Florida 33131

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 registered agent.

  
\_\_\_\_\_  
(Signature)

~~May~~ <sup>JUNE</sup> 14, 1996  
\_\_\_\_\_  
(Date)

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TALLAHASSEE, FLORIDA