

L960000/227

1201 HAYS STREET
TALLAHASSEE, FL 32301
TEL: 904-222-1111
FAX: 904-222-1111

00-341-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 161497 131879A

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ ~~337.50~~ 285.00

ORDER DATE : November 20, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 161497-005

900002010029-4

CUSTOMER NO: 131879A

CUSTOMER: Ignacio G. Zulueta, Esq
IGNACIO G. ZULUETA, P.A.

6255 Bird Road

Miami, FL 33155

FILED
95 NOV 20 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

****FILE FIRST****

NAME: HERCULETE LIMITED COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

W96-24642

R96-4014

Dmc
11/20/96

RECEIVED
96 NOV 20 AM 11:26
DIVISION OF CORPORATION

Ke

11.22.96

1127



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

November 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HERCULETE LIMITED COMPANY
Ref. Number: W96000024642

RESUBMIT

Please give original
submission date as file date.

File 1st

We have received your document for HERCULETE LIMITED COMPANY and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00052851

RECEIVED
96 NOV 22 AM 10:42
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
HERCULETE LIMITED COMPANY

FILED
96 NOV 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a company under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this company shall be HERCULETE LIMITED COMPANY, a Florida Limited Liability Company, and the principal place of business and mailing address of this company shall be: 6262 Bird Road, Suite 31, Miami, Florida 33155.

ARTICLE II
DURATION

This company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This company may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by a board of the members ("Board of Members") of the company.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every member of this company shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par.

Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this company shall be at 6262 Bird Road, Suite 31, Miami, Florida 33155, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Victor Barroso.

ARTICLE VI
INITIAL MEMBERS

The number of Members in the Board of Members may be increased or decreased, but shall be not less than one, as specified by the members from time to time. At any time, the members may, by a majority vote, determine that the company be managed by the members.

The name and address of the manager of the company, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Fernando J. Zulueta	6262 Bird Road, 31 Miami, Florida 33155

ARTICLE VII
INCORPORATOR

The name and address of the initial member is Fernando J. Zulueta, at 6262 Bird Road, Suite 31, Miami, Florida 33155.

ARTICLE VIII
MEMBER CONFLICT OF INTEREST

A. Self dealing with the company: No contract or other transaction between this company and any other company, and no act of this company, shall in any way be affected or invalidated by the fact that any of the Members of this company are pecuniarily or otherwise interested in, or are Members or officers of, such other company. Any Member individually, or any firm of which any Member may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this company, provided that the fact that such Member or such firm is so interested shall be disclosed or shall have been known to the Board of Members or a majority thereof, and any Member of this company who is also a Member or an officer of such other company, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Members of this company which shall authorize any such contract or transaction, with like force and effect as if such Member were not such a Member or officer of such other company, or not so interested.

B. Dealing with other companies, persons or entities: Without incurring any liability to the company or any of its members, any Member, officer or member of this company may be an officer, Member, member or partner of any other entity or transact any business whatsoever with any other entity even where said other entity is in direct or indirect competition with this company.

Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this company.

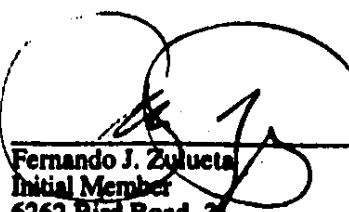
**ARTICLE IX
NO MEMBER LIABILITY**

The private property of the members shall not be subject to payment of the corporate debts in any extent.

**ARTICLE X
INDEMNIFICATION**

This company shall indemnify its officers, Members and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18 day of November, 1996.



Fernando J. Zulueta
Initial Member
6262 Bird Road, 31
Miami, Florida 33155

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted: HERCULETE LIMITED COMPANY, a Florida Limited Liability Company, desiring to organize or qualify under the laws of the State of Florida, with its registered office at, at 6262 Bird Road, Suite 31, Miami, Florida 33155, has named Victor Barroso, at 6262 Bird Road, Suite 31, Miami, Florida 33155, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above company, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 608.416 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Victor Barroso
6262 Bird Road, 31
Miami, Florida 33155

DATED: this 14 day of November, 1996.

AFFIDAVIT PURSUANT TO 608.407(2)

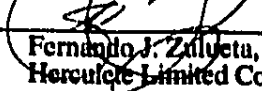
THIS DAY before me, the undersigned officer, personally appeared Fernando J. Zulueta, Manager of Herculete Limited Company, a Florida Limited Liability Company, ("Company"), and who, being duly sworn, certified as follows:

1. That there are presently two (2) members of the Company.
2. The amount of capital contributions (cash and property) made to the Company by the members is \$1,150.00.
3. The total amount anticipated to be contributed by the members is \$1,150.00.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Herculete Limited Company,
a Florida Limited Liability Company,

By: 
Fernando J. Zulueta, Manager
Herculete Limited Company

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of November, 1996, by Fernando J. Zulueta, Manager of Herculete Limited Company, a Florida Limited Liability Company. He is personally known to me and did take an oath.



Notary Public, State of Florida

My commission expires:

Name of Notary: Elizabeth A. Fortunas



ELIZABETH A. FORTUNAS
MY COMMISSION # CC361344 EXPIRES
April 4, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
96 NOV 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA