

L96000001265

November 27, 1996 LAW OFFICES OF MARGARITA P. MUINA, P.A.

Margarita P. Muina, J.D., LL.M. (Taxation)

Secretary of State
Division of Limited Liability Companies
P.O. Box 6327
Tallahassee, FL 32314

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*****52.50 *****52.50

Re: Filing; Gerenpro, Florida;

Dear Sirs:

Enclosed please find:

1. Attorney's Trust account check in the amount of \$337.50 as filing fees for the above;
2. Articles of Organization;
3. Statement of Registered Agent;
4. Member's affidavit

Kindly file the above and remit certified copy to the undersigned at the address above. I am also enclosing a check for \$52.50 to cover the certified copy charges.

Sincerely yours,

Margarita P. Muina

Margarita P. Muina

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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69617-5428

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CLERK OF COURT
HALL OF RECORDS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF GERENPRO FLORIDA, L.C.

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

1. NAME AND PRINCIPAL PLACE OF BUSINESS. The name of the limited liability company shall be GERENPRO FLORIDA, L.C., and its principal office shall be located at 999 Brickell Avenue Suite 1006 in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

2. PURPOSES AND POWERS. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1 To engage in any activity or business authorized under the Florida Statutes.

2.2 In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.3 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign

state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.6 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

3. EXERCISE OF POWERS. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed as

provided in the Regulations.

4. MANAGEMENT. This limited liability company shall be managed as provided in the Regulations. The name and address of the person who shall serve as manager is as follows: Hector Falcon Muskus, as elected by the following: Hector Falcon Muskus and Griselda Guevara de Falcon, members.

5. MEMBERSHIP RESTRICTIONS. Members shall have the right to admit new members by vote or a majority of members consent as provided in the Regulations.

6. CAPITAL CONTRIBUTIONS. Capital contributions in the amount of ONE THOUSAND AND 00/100 (\$1,000.00) Dollars cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as provided in the Regulations.

7. PROFITS AND LOSSES.

7.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to distributions as provided in the Regulations.

7.2 Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or as provided in the Regulations except that the members shall be responsible for making up any negative capital balances contained in their account.

8. DURATION. This limited liability company shall exist indefinitely or until dissolved in a manner provided by law, or as provided in the Regulations.

9. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the limited liability company is 42 S.W. 34 Avenue, City of Miami, County of Dade, State of Florida, and the name of the company's initial registered agent at that address is Jesus Amado, C.P.A.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GERENPRO FLORIDA, L.C.

Executed by the undersigned at 999 Brickell Avenue Suite 1006 Miami, Florida on the 27 day of November 1996.

Hector Falcon Muskus
Hector Falcon Muskus, Member

Griselda Guevara de Falcon
Griselda Guevara de Falcon, Member

NOTARY CERTIFICATE

The foregoing instrument was acknowledged before me this 27th day of November, 1996 by Hector Falcon Muskus, on behalf of Griselda Guevara, name of acknowledging agent GERENPRO FLORIDA, L.C., a limited liability company. He is F425-280-57-955 personally known to me or has produced F425-370-48-300 type of identification as identification.

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Maria Alexandra Ramirez
My Commission OC888472
Expires Sep. 25, 2000

Maria Alexandra Ramirez
Notary's signature

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Dade

Pursuant to the provisions of Sections 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GERENPRO FLORIDA, L.C.

The name of the registered agent for GERENPRO FLORIDA, L.C. is Jesus Amado, C.P.A. and the street address of the company's principle office where the agent is located is 42 S.W. 34th Avenue, Miami, Florida 33135.

This statement is to acknowledge that, as indicated above, GERENPRO FLORIDA, L.C. has appointed me, JESUS AMADO, C.P.A., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Executed by the undersigned at 999 Brickell Avenue Suite 1006 Miami, Florida on the 27th day of November 1996.


Hector Falcon Muskus, Member


Griselda Guevara de Falcon, Member

NOTARY CERTIFICATE

The foregoing instrument was acknowledged before me this 27th day of November 1996 by Hector Falcon, on behalf of GERENPRO FLORIDA, L.C., a limited liability company. He is personally known to me or has produced F 425-380-57-955 F 425-320-48-300 as identification.


Notary's signature

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Maria Alexandra Ramirez
My Commission 0088472
Expires Sep. 26, 2000

State of Florida
County of Dade

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of GERENPRO FLORIDA, L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$10,000.
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000. This total includes the amounts from 2 and 3 above.

Executed by the undersigned at 999 Brickell Avenue Suite 1006 Miami, Florida on the 27th day of November, 1996.


Hector Falcon Muskus, Member


Griselda Guevara de Falcon, Member

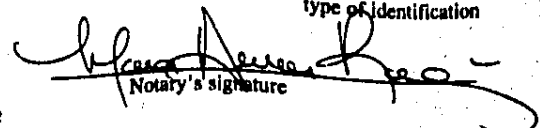
NOTARY CERTIFICATE

The foregoing instrument was acknowledged before me this 27th day of November 1996 by Griselda Guevara de Falcon on behalf of GERENPRO FLORIDA, L.C., a limited liability company. He is personally known to me or has produced FL ID F425-320-48-300 as identification.

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Maria Alexandra Ramirez
My Commission CC888472
Expires Sep. 25, 2000


Notary's signature