

L96000001317

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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STATE CLERK OF STATE
OFFICE OF RECEPTION

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MIAMI BLOCK TRADING, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 60000203/5526--3
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(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF ORGANIZATION
OF
MIAMI BLOCK TRADING, L.C.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 12:22

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute, Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **MIAMI BLOCK TRADING, L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 846 Brickell Avenue, Unit 1215, Miami, Florida 33130 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 10, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to trade securities and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer® Chartered, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

The actual amount of cash contributed by the members as of formation of the Company is \$180,000. Thereafter each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members and pursuant to Florida Statute Section 608.412.

ARTICLE 8 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:	Felipe Cano
Vice Operating Manager:	Ana Maria Beltran
Secretary:	Gustavo Lecompte
Treasurer:	Gustavo Lecompte

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 9 - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 10 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.



ARTICLE 11 - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:


Felipe Cano
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Gustavo Lecompte
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Armando Monroy
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this December 17, 1996.



Elsie Sanchez, Authorized Representative of the
Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

AmeriLawyer® Chartered, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer® Chartered

By: 

Natalia Urrera, Vice President

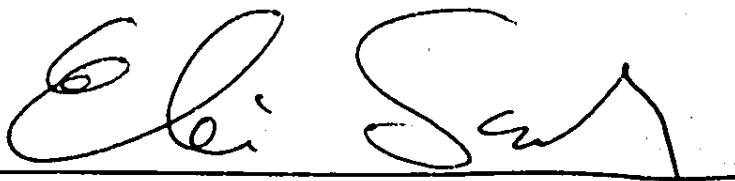


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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF MIAMI BLOCK
TRADING, L.C.**

The undersigned member or authorized representative of a member of
MIAMI BLOCK TRADING, 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 member(s) is \$180,000.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ NONE . A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by the member(s) is \$180,000.



Signature of a member or authorized representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



L96 000001317

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A. Officer/Director
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Other

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N. HENDRICKS DEC 23 1996

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
MIAMI BLOCK TRADING, L.C.**

FILED
96 DEC 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, this Limited Liability Company adopts the following Articles of Amendments to its Articles of Organization which were filed with Florida Secretary of State on the 18th day of December, 1996:

FIRST: The name of this corporation shall be changed to **SOUTHERN FINANCIAL MANAGEMENT, L.C.**

SECOND: Article 8 of the Articles of Organization states Managers:

Operating Manager:	Felipe Cano
Vice Operating Manager:	Ana Maria Beltran
Secretary:	Gustavo Lecompte
Treasurer:	Gustavo Lecompte

THIRD: Article 8 of the Articles of Organization shall be changed to:

Operating Manager:	Felipe Cano acting on behalf of Cano Trading Group, Inc.
Vice Operating Manager:	Ana Maria Beltran
Secretary:	Gustavo Lecompte
Treasurer:	Gustavo Lecompte

whose addresses shall be the same as the principal address of the Company.



FOURTH: Article 11 of the Articles of Organization states Members as:

Felipe Cano
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Gustavo Lecompte
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Armando Monroy
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

FIFTH: Article 11 of the Articles of Organization shall be changed to state Members as:

Cano Trading Group, Inc.
a Florida corporation
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Gustavo Lecompte
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

Armando Monroy
848 Brickell Avenue
Unit 1215
Miami, Florida 33130

SIXTH: The date of the adoption of this amendment is the 20th day of December, 1996.

SEVENTH: The Amendment was approved by the Members. The number of votes cast for the Amendment was sufficient for approval.

EIGHTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of Florida.

Signed this 20th day of December, 1996.



Gustavo Lecompte, Member



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AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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TALLAHASSEE, FLORIDA

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<input checked="" type="checkbox"/>	Amendment <u>increase contributions</u>
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N. HENDRICKS DEC 23 1996

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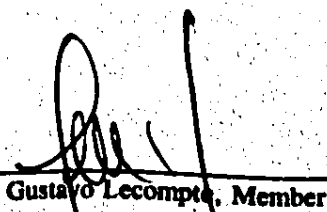
**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF**

SOUTHERN FINANCIAL MANAGEMENT, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED Member of SOUTHERN FINANCIAL MANAGEMENT, L.C. files this,
SOUTHERN FINANCIAL MANAGEMENT, L.C. Supplemental Affidavit of Capital Contributions and
says:**

1. The total amount of the Members capital shall be \$470,000.00 of which \$18,800.00 is property and \$300,000.00 is services.



Gustavo Lecompte, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MBT.AFF



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>