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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: RAKEL PROPERTIES, L.C.

AUDIT NUMBER.....H97000002943

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

EMPIRE

SUBJECT: REKEL PROPERTIES, L.C.
REF: W97000004157

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
RAKEL PROPERTIES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

ARTICLE I
NAME

The name of this limited liability company shall be: RAKEL PROPERTIES, L.C.

ARTICLE II
DURATION

This limited liability company shall have perpetual existence from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law. From the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

ARTICLE III
PURPOSE

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

ARTICLE IV
ADDRESS

The street and mailing address of the initial principal office of this limited liability company in the State of Florida shall be:

c/o Norman Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Boulevard
Suite 501
Aventura, Florida 33180

PREPARED BY:
Norman Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Blvd., #501 Page 1
Aventura, FL 33180
Florida Bar No: 163308

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The members of this limited liability company may, from time to time, move the principal office to any other address, within or without the State of Florida to which it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The initial registered office of this limited liability company shall be:

20801 Biscayne Boulevard
Suite 501
Aventura, Florida 33180

The initial registered agent shall be:

Norman Leopold, Esq.

The manager(s) of this limited liability company may, from time to time, move the registered office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

**ARTICLE VI
ADDITIONAL MEMBERS**

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) affirmative vote of the ownership interest of then existing members.

**ARTICLE VII
CONTINUATION OF BUSINESS**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

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**ARTICLE VIII
MANAGERS**

This limited liability company shall have two (2) managers initially. The members may, from time to time and at any time, raise or lower the number of managers of this limited liability company by so providing by written agreement of the members holding one hundred percent (100%) ownership interests in this limited liability company; provided, however, there shall always be at least one manager, although said manager need not be a citizen of the United States of America nor a resident of the State of Florida; nor does such manager need be a member of the limited liability company. The initial managers and street addresses of the first managers to serve until the first annual meeting of members or until their successors are elected and qualify shall be as follows:

NAMEADDRESS

Jose K. Guttman

Ave. Soublatte Ed. Savoya
Apartment B-1
Caracas, Venezuela

Raquel Guttman

Ave. Soublatte Ed. Savoya
Apartment B-1
Caracas, Venezuela

A vote of the members holding fifty-one percent (51%) ownership interest of this limited liability company may terminate any existing manager or managers of the company.

MEMBERS

This limited liability company shall be managed by its members. The names and addresses of the initial members are as set forth in Article XI below.

**ARTICLE IX
REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by not less than fifty-one percent (51%) ownership interest in the company.

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**ARTICLE X
VOTING**

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members. In the event of any conflict between the provisions of the Regulations of this limited liability company and these Articles of Organization, then the provisions of these Articles of Organization shall prevail.

**ARTICLE XI
INITIAL MEMBERS**

The name and street address of the initial members executing these Articles of Organization are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose K. Guttman	Ave. Soubllette Ed. Savoya Apartment B-1 Caracas, Venezuela
Raquel Guttman	Ave. Soubllette Ed. Savoya Apartment B-1 Caracas, Venezuela

We, the undersigned, being the initial subscribers and members of these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set our hands and seals this 20th day of January, 1997.



Jose K. Guttman

Raquel Guttman

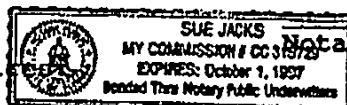
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STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by JOSE K. GUTTMAN and RAQUEL GUTTMAN, who are personally known to me or who produced Virginia's Passport as identification.

My commission expires



Sue Jacks
Print name of notary public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: RAKEL PROPERTIES, L.C.

2. The name and address of the registered agent and office is:

Norman Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Boulevard
Suite 501
Aventura, Florida 33180

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Norman Leopold

Date: 2/18/97

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of RAKEL PROPERTIES, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.

2. The total amount of cash contributed by the member(s) is \$500.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached hereto and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$500.00. This total includes amounts from 2 and 3 above.

Raquel Guttman
Raquel Guttman

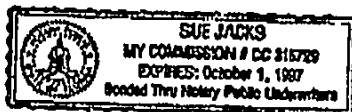
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by RAQUEL GUTTMAN, who [2] is personally known to me or who produced [1] Unrecorded Transfer as identification.

My commission expires:

Sue Jacks
Notary Public, State of Florida

Sue Jacks
Print name of notary public



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