

L97000000318

Contract Number Only

3-6-97 Heidy

MARGUS VAZQUEZ

Requestor's Name

717 Force De Leon Blvd.

Address

Coral Gables FL 33134

City

State

Zip

Phone

446-4555

VALIDATION ONLY

500002117855-8
03/19/97-01048-019-8
****337.50 ****337.50

97 MAR 17 PM 1:21
FBI

CORPORATION(S) NAME

Sobe Land, L.C.

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier

W97-5569

7/17/97

RECEIVED
97 MAR 10 AM 10:42
DIVISION OF CORPORATION

AT&T
Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: SOBE LAND, L.C.
Ref. Number: W97000005569

We have received your document for SOBE LAND, L.C. and check(s) totaling \$337.50. However, your check(s) and document are 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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00012106

22 21 17 PM 12 22
7-11-17 PM 12 22

FILED

97 MAR 17 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SOBE LAND, L.C.

A Florida Limited Liability Company

WE, THE UNDERSIGNED subscriber members of the Articles of Organization, on behalf of the member subscribers, for the purpose of forming a Limited Liability Company, under the Laws of the State of Florida, pursuant to the Florida Limited Liability Company Act, state:

ARTICLE ONE

The name of this Company, shall be: SOBE LAND, L.C.

ARTICLE TWO

DURATION: The Company shall commence existence upon the filing of these Articles of Organization with the Secretary of State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the Company shall be to such extent as a limited liability company organized under the Florida Limited Liability Company Act Law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in

connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Company, or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a limited liability company may now or hereafter be organized to do or to exercise under the laws governing limited liability companies of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The Company may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenience to the attainment of the purposes of this Company and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a Company organized under the Limited Liability Company Act of this state.

ARTICLE FOUR

MANAGEMENT: The Company shall be managed by a Managing Member

appointed by the Members and the Managing Member may delegate duties to designated agent or agents. The initial Managing Member to serve until the first annual meeting by members or until his successor is elected and qualify as follows:

JOSE ARMELLA
210 174 Street, Apartment No: 517
North Miami Beach, FL 33160

ARTICLE FIVE

The initial street address of the Company's office and its mailing address, and the name of the initial Registered Agent are as follows:

COMPANY'S ADDRESS:

210 174 Street, Apt. 517
North Miami Beach, FL 33160

REGISTERED AGENT AND ADDRESS:

JOSE ARMELLA
210 174 Street, Apt. 517
North Miami Beach, FL 33160

The initial principal office of the Company is at:

210 174 Street, Apt. 517
North Miami Beach, FL 33160

ARTICLE SIX

SUBSCRIBER: Names and Post Office addresses of the Subscriber Members to these Articles of Organization are:

DIMAGENES, LTDA.
Cra. 6 #26-16
Monteria, Colombia

DUQUE ESCOBAR Y CIA. S. EN C.
VIAJES CHAPINERO
Calle 63 No. 13-37
Santafe de Bogota, D.C., Colombia

ALFONSO BARRIENTOS, JR.
Universidad de Puerto Rico
Departamento de Fisica R.U.M.
Mayaguez, Puerto Rico 00680

JOSE ARMELLA AND JUDITH ARMELLA, HIS WIFE
210 174 Street, Apt. 517
North Miami Beach, FL 33160

HERNAN CARVAJALINO
Edificio Centro Civico
Oficina 609
San Cristobal, Venezuela

ARTICLE SEVEN

The Members are authorized to make regulations that shall govern the Company and to amend them from time to time.

ARTICLE EIGHT

After the initial membership, additional members may be admitted on the written consent of a majority of the existing members. A member may not transfer its interest without written consent of a majority of the remaining members. In the event of an Assignment or if a member ceases to have an interest in the Company, the Company shall still continue. The remaining members of the limited liability company shall 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.

ARTICLE NINE

The regulations shall prescribe the contributions required of the member. The regulations may prescribe a reduction and loss of

membership for failure to pay a required contribution after notice.

IN WITNESS WHEREOF, We have set our hands and seals in Dade County, Florida, this 21st day of February, 1997.

DIMAGENES, LTDA.

By: _____

SIXTO CARVAJALINO
General Manager

DUQUE ESCOBAR Y CIA. S. EN C.
VIAJES CHAPINERO

By: _____

FRANCISCO DUQUE
General Manager

Alfonso Barrientos, Jr.
ALFONSO BARRIENTOS, JR.

Jose Armella
JOSE ARMELLA

Judith Armella
JUDITH ARMELLA, HIS WIFE

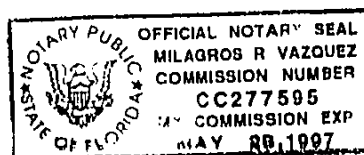
Hernan Carvajalino
HERNAN CARVAJALINO

STATE OF FLORIDA)
COUNTY OF DADE)

On this 21st day of February 1997, personally appeared before me, Sixto Carvajalino, General Manager of Dimagenes, Ltda., who is personally known to me or who has produced his Colombian Passport, as identification.


Milagros R. Vazquez
NOTARY PUBLIC

My Commission Expires:

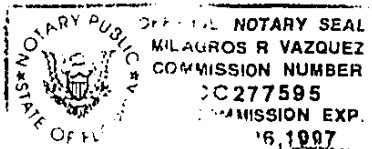


STATE OF FLORIDA)
COUNTY OF DADE)

On this 27th day of February, 1997, personally appeared before me, Francisco Duque, General Manager of Duque Escobar y Cia. S. en C. Viajes Chapinero, who is personally known to me or who has produced his Colombian Passport, as identification.



NOTARY PUBLIC

My Commission Expires:

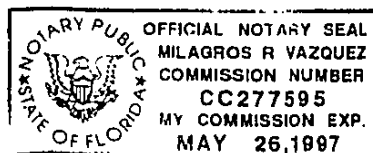


STATE OF FLORIDA)
COUNTY OF DADE)

On this 27th day of February, 1997, personally appeared before me, Alfonso Barrientos, Jr., who is personally known to me or who has produced his Resident Alien Card, as identification.

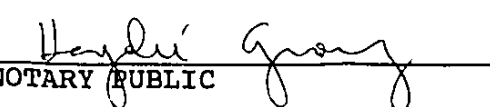

NOTARY PUBLIC

My Commission Expires:

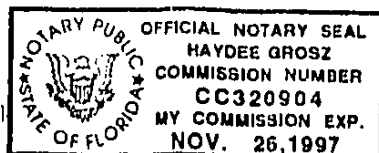


STATE OF FLORIDA)
COUNTY OF DADE

On this 27th day of February, 1997, personally appeared before me, JOSE ARMELLA AND JUDITH ARMELLA, HIS WIFE, who are personally known to me or who have produced their Venezuelan Passport, as identification.



NOTARY PUBLIC

My Commission Expires:



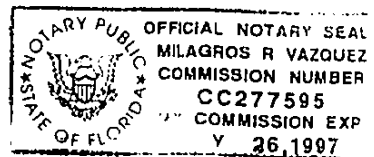
STATE OF FLORIDA)
COUNTY OF DADE)

On this 21st day of February, 1997, personally appeared before me, HERNAN CARVAJALINO, who is personally known to me or who has produced his Venezuelan Passport, as identification.



NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter F.S. 608.415, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That SOBE LAND, L.C.

desiring to organize under the Laws of the State of Florida as a Limited Liability Company with its principal registered offices, as indicated in the Articles of Organization, in Dade County, State of Florida, at 210 174 Street, Apt. #517, North Miami Beach, Florida 33160, and has named JOSE ARMELLA, 210 174 Street, Apt. #517, North Miami Beach, Florida 33160, as Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named registered agent to accept service of process of an for the above Company at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said domicile, and state that I am familiar with and accept the obligations of that position.

By: _____

JOSE ARMELLA
RESIDENT AGENT AND REGISTERED AGENT

FILED
MAR 17 PM 1:24
CLERK

FILED

97 MAR 17 PM 1:24

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

PERSONALLY, before me appeared ALFONSO BARRIENTOS, JR., pursuant to F.S. 608.407 (2) who being duly sworn says:

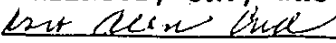
1. This Affidavit is made on behalf of SOBE LAND, L.C., a Florida Limited Liability Company and is based on personal knowledge.

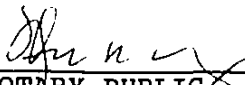
2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is: ONE MILLION (\$1,000,000.00) DOLLARS in cash, and that the Company initially has at least five members, contributing TWO HUNDRED THOUSAND (\$200,000.00) DOLLARS each. THERE IS NO OTHER PROPERTY OTHER THAN CASH CONTRIBUTED BY THE MEMBERS.

FURTHER AFFIANT SAYETH NOT.

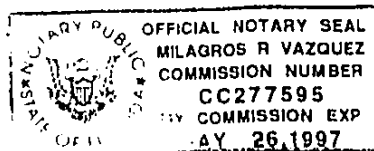

ALFONSO BARRIENTOS, JR.

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21 day of February, 1997, by ALFONSO BARRIENTOS, JR., who is personally known to me or who has produced , as identification.


NOTARY PUBLIC

My Commission Expires:



FILED

97 MAR 17 PM 1:24

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

PERSONALLY, before me appeared HERNAN CARVAJALINO, pursuant to F.S. 608.407 (2) who being duly sworn says:

1. This Affidavit is made on behalf of SOBE LAND, L.C., a Florida Limited Liability Company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is: ONE MILLION (\$1,000,000.00) DOLLARS in cash, and that the Company initially has at least five members, contributing TWO HUNDRED THOUSAND (\$200,000.00) DOLLARS each. THERE IS NO OTHER PROPERTY OTHER THAN CASH CONTRIBUTED BY THE MEMBERS.


FURTHER AFFIANT SAYETH NOT.

HERNAN CARVAJALINO

STATE OF FLORIDA)

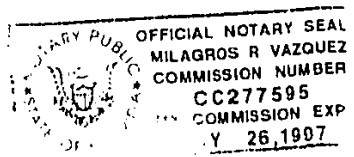
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 1997, by HERNAN CARVAJALINO, who is personally known to me or who has produced his Venezuelan Passport, as identification.



NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

PERSONALLY, before me appeared FRANCISCO DUQUE, as General Manager of DUQUE ESCOBAR Y CIA. S. EN C. VIAJES CHAPINERO, pursuant to F.S. 608.407 (2) who being duly sworn says:

1. This Affidavit is made on behalf of SOBE LAND, L.C., a Florida Limited Liability Company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is: ONE MILLION (\$1,000,000.00) DOLLARS in cash, and that the Company initially has at least five members, contributing TWO HUNDRED THOUSAND (\$200,000.00) DOLLARS each. THERE IS NO OTHER PROPERTY OTHER THAN CASH CONTRIBUTED BY THE MEMBERS.

FURTHER AFFIANT SAYETH NOT.

DUQUE ESCOBAR Y CIA. S. EN C.
VIAJES CHAPINERO

BY: _____
FRANCISCO DUQUE
General Manager

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21 day of February, 1997, by FRANCISCO DUQUE, as General Manager of DUQUE ESCOBAR Y CIA. S. en C. VIAJES CHAPINERO, who is personally known to me or who has produced his Colombian Passport, as identification.

My Commission Expires:

NOTARY PUBLIC
NOTARY SEAL
ROS R VAZQUEZ
COMMISSION NUMBER
C277595
COMMISSION EXP
28 1997

FILED

97 MAR 17 PM 1:24

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

PERSONALLY, before me appeared SIXTO CARVAJALINO, as General Manager of DIMAGENES, LTDA, pursuant to F.S. 608.407 (2) who being duly sworn says:

1. This Affidavit is made on behalf of SOBE LAND, L.C., a Florida Limited Liability Company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is: ONE MILLION (\$1,000,000.00) DOLLARS in cash, and that the Company initially has at least five members, contributing TWO HUNDRED THOUSAND (\$200,000.00) DOLLARS each. THERE IS NO OTHER PROPERTY OTHER THAN CASH CONTRIBUTED BY THE MEMBERS.

FURTHER AFFIANT SAYETH NOT.

DIMAGENES, LTDA

BY:

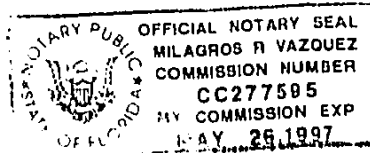
SIXTO CARVAJALINO
General Manager

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day of February, 1997, by SIXTO CARVAJALINO, General Manager of DIMAGENES, LTDA, who is personally known to me or who has produced his Colombian Passport, as identification.

NOTARY PUBLIC

My Commission Expires:



FILED

97 MAR 17 PM 1:24

AFFIDAVIT

FILED IN CASE NO. 97-10000
CLERK OF DISTRICT COURT
JUDGE

STATE OF FLORIDA)

COUNTY OF DADE)

PERSONALLY, before me appeared JOSE ARMELLA AND JUDITH ARMELLA, HIS WIFE, pursuant to F.S. 608.407 (2) who being duly sworn says:

1. This Affidavit is made on behalf of SOBE LAND, L.C., a Florida Limited Liability Company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is: ONE MILLION (\$1,000,000.00) DOLLARS in cash, and that the Company initially has at least five members, contributing TWO HUNDRED THOUSAND (\$200,000.00) DOLLARS each. THERE IS NO OTHER PROPERTY OTHER THAN CASH CONTRIBUTED BY THE MEMBERS.

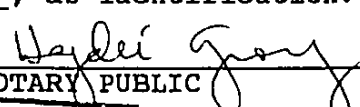
FURTHER AFFIANT SAYETH NOT.


JOSE ARMELLA


JUDITH ARMELLA, HIS WIFE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of February, 1997, by JOSE ARMELLA AND JUDITH ARMELLA, HIS WIFE, who are personally known to me or who have produced Venezuelan Passport, as identification.


NOTARY PUBLIC

My Commission Expires:

