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ACCOUNT NO. : 072100000032

REFERENCE : 318994 6594A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 4, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 318994-005

CUSTOMER NO: 6594A

CUSTOMER: Marvin M. Green, Esq  
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

FILED  
97 APR -4 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THUNDER PROPERTIES, L.C.

700002136277--0  
-04/08/97--01065--010  
\*\*\*\*337.50 \*\*\*\*337.50

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

RECEIVED  
97 APR -4 AM 10:26  
DIVISION OF CORPORATION

ON APR 4 1997

**FILED**  
97 APR -4 PM 12:18  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
THUNDER PROPERTIES, L.C.**

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **Thunder Properties, L.C.** and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statute.
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 herein set forth to the same extent as a natural person might or could do.
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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Thousand Dollars (\$5,000.00) shall be paid to the limited liability company by the members. Additional contributions shall be made in agreed upon proportions as required for investment purposes as determined by the members.

#### **ARTICLE IV**

##### **PROFITS AND LOSSES**

(a) **Sharing of Profits.** The members shall be entitled to the net profits in proportions mutually determined by them arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled his proportionate share of the profits from time to time during the operation of the company. The distributive proportionate share of the profits shall be determined and paid to the members at least once each year on the anniversary date of the commencement of business of the limited liability company.

(b) **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 which may be determined from time to time during the operation of the company.

#### **ARTICLE V**

##### **LIMITED LIABILITY COMPANY 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 under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE VI**

##### **DURATION**

This limited liability company shall exist for a period of thirty (30) years from the date of its organization or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE VII**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 2030 N.W. 95th Avenue, in the City of Miami, County of Dade, State of Florida.

## **ARTICLE VIII**

### **MANAGEMENT**

This limited liability company shall be managed by the hereinafter named person. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor(s) is elected and qualify are as follows:

Raul Barbosa  
145-18 156th Street  
Jamaica, NY 11434

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 317 Seventy-First Street, City of Miami Beach, County of Dade, State of Florida, and the name of its initial registered agent at such address is Marvin M. Green, attorney at law.

## **ARTICLE X**

### **RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consents of such remaining members.

## **ARTICLE XI**

### **INDEMNIFICATION**

The limited liability company shall indemnify any member or former member and agents of all members to the full extent permitted by law.

In witness whereof, the undersigned have executed these Articles of Organization on the 1st day of March, 1997.  
April

RAUL BARBOSA

(SEAL)

PLINIO OLIVEIRA BARBOSA

(SEAL)

STATE OF NEW YORK

COUNTY OF Queens

: SS

April The foregoing instrument was acknowledged before me this 2nd day of March, 1997, by RAUL BARBOSA, who is personally known to me or produced NY. Driver License as identification.

My Commission Expires: 01/30/99  
JOSEPH UWAGBA  
Notary Public, State of New York  
No. 01UW5038549  
Qualified in Queens County  
Commission Expires January 30, 1999

NOTARY PUBLIC  
STATE OF NEW YORK

FILED  
97 APR 24 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓ COUNSEL OF THE UNITED STATES

COUNTRY OF Brazil

: SS

Federative Republic of Brazil  
State of São Paulo  
City of São Paulo  
Consulate General of the  
United States of America

The foregoing instrument was acknowledged before me this 01 APR 1997 day of April, 1997, by PLINIO OLIVEIRA BARBOSA, who is personally known to me or produced BRAZILIAN PASSPORT / ID as identification.

My Commission Expires:

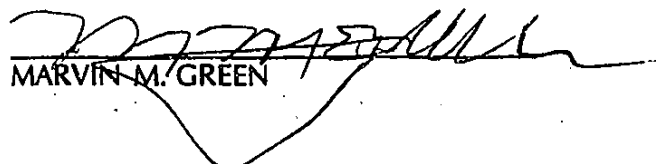
INDEFINITE

COUNSEL OF THE UNITED STATES

ELIZABETH PRATT  
Vice Consul

## ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
MARVIN M. GREEN

April 3, 1997

Date

2\green\hunder.acp

FILED  
97 APR -4 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTORS**

**OF**

**THUNDER PROPERTIES, L.C.**

STATE OF NEW YORK

COUNTY OF Queens

:  
: SS  
:

RAUL BARBOSA and PLINIO OLIVEIRA BARBOSA, being severally duly sworn,  
depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash currently contributed by the members is \$5,000.00.
3. No property other than cash shall be contributed by the members.
4. The total amount of cash or property currently anticipated to be contributed by the members is \$5,000.00.

THUNDER PROPERTIES, L.C.

By: RAUL BARBOSA

(SEAL)

By: PLINIO OLIVEIRA BARBOSA

(SEAL)

STATE OF NEW YORK

COUNTY OF Queens

:  
: SS  
:

April The foregoing instrument was acknowledged before me this 2nd day of  
March, 1997, by RAUL BARBOSA, who is personally known to me or produced  
NY D/L as identification.

JOSEPH UWAGBA  
Notary Public, State of New York 1/30/98.  
No. 010W5038549  
Qualified in Queens County  
Commission Expires January 30, 1998

NOTARY PUBLIC  
STATE OF NEW YORK



:

: SS

Federative Republic of Brazil) )  
State of São Paulo ) )  
City of São Paulo ) )  
Consulate General of the ) )  
United States of America ) )

BRASILIAN PASSPORT / ID

## REDEFINE

*Richard L. Hall*  
COUNSEL OF THE UNITED STATES

ELIZABETH PRATT  
Vice Consul