

TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

Attorneys-at-Law

One Datan Center  
Penthouse I  
9100 South Dadeland Boulevard  
Miami, Florida 33156-7819

Telephone (305) 670-0444  
Watts (800) 782-6392  
Fax (305) 670-0734

Robert A. Chaves  
Peter J. Forman  
Charles E. Muller II  
Charles D. Rubin  
Donald R. Tescher

of counsel  
Dale A. Heckerling  
Deborah Plaks Hochman  
William C. Lewis, Jr., EA.  
Gary D. Lipson

Boca Corporate Center  
Suite 216  
2101 Corporate Boulevard  
Boca Raton, Florida 33431-7343

Telephone (561) 998-7847  
Watts (800) 288-2925  
Fax (561) 998-2642

April 8, 1997

REPLY Miami

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

800002161630--4  
05/01/97--01048--001  
\*\*\*337.50 \*\*\*337.50

Re: GAF Holdings L.C.  
Our File No. 8228.002

Gentlemen:

Enclosed for filing please find:

- A. Original Articles of Organization of GAF Holdings L.C.;
- B. Affidavit of Membership and Contributions;
- C. Statement Designating Registered Agent and Office; and
- D. Check payable to Department of State for \$337.50, for \$285.00 filing fee and \$52.50 certified copy fee.

Please process the enclosed and forward a certified copy of the Articles of Organization to the undersigned in the enclosed return envelope. If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,

  
Charles D. Rubin

CDR/wp  
Enc.

cc: Gabriel Pulido (w/ enc.)  
Hiram Ocariz (w/ enc.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 10:59

D. BROWN MAY - 5 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 10:59

---

**ARTICLES OF ORGANIZATION OF**

---

**GAF HOLDINGS 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 (the "Company").

**ARTICLE I**

**NAME**

The name of the Company shall be GAF HOLDINGS L.C.

**ARTICLE II**

**PURPOSE AND POWERS**

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

**ARTICLE III**

**CAPITAL CONTRIBUTIONS**

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members.

## ARTICLE IV

### PARTICIPATION

The participation ("Participation") of the initial members shall be as follows:

<b>Member</b>	<b>Amount</b>
Gabriel & Janeth Pulido	55 %
Gabriel E. Pulido	15 %
Alba Pulido	15 %
Luis F. Pulido	15 %.

The Participation of the members may be changed by unanimous agreement of the current members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation.

## ARTICLE V

### REGULATIONS

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members.

## ARTICLE VI

### DURATION AND DISSOLUTION

The Company shall continue until the first to occur of: (a) December 31, 2046, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company is 4440 NW 74<sup>th</sup> Avenue, Miami, Florida 33166.

## ARTICLE VIII

### MANAGEMENT AND MEMBERS

*The management of the Company shall be vested in the members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the members, pursuant to the specific rules regarding rights and duties of members and agents enumerated in these Articles and the Regulations.*

Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in proportion to the Participation of the member. The names and addresses of the initial members are as follows:

Gabriel & Janeth Pulido  
4440 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166

Gabriel E. Pulido  
4440 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166

Alba Pulido  
4440 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166

Luis F. Pulido  
4440 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166

## **ARTICLE IX**

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

The street address of the initial registered office of the Company is 4440 NW 74<sup>th</sup> Avenue, Miami, Florida 33166, and the name of its initial registered agent at such address is GABRIEL PULIDO.

## **ARTICLE X**

### **PROFITS, LOSSES AND DISTRIBUTION**

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

## **ARTICLE XI**

### **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 Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

## **ARTICLE XII**

### **AMENDMENT TO ARTICLES**


These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or when otherwise

required by law.

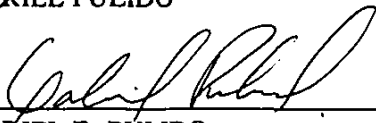
Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of GAF HOLDINGS L.C.


Executed by the undersigned on March 27<sup>7</sup>, 1998.

  
\_\_\_\_\_  
GABRIEL PULIDO

  
\_\_\_\_\_  
JANETH PULIDO

  
\_\_\_\_\_  
GABRIEL E. PULIDO

  
\_\_\_\_\_  
ALBA PULIDO

  
\_\_\_\_\_  
FERNANDO PULIDO  
LUIS F.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -1 AM 11:00

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**


State of Florida

ss

County of Dade

In compliance with Florida Statutes Section 608.407(2), the undersigned member of GAF HOLDINGS L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$0.
3. 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 \$750,000.00. This total includes the amounts from 2 and 3 above.

  
 \_\_\_\_\_  
 GABRIEL PULIDO

The foregoing instrument was acknowledged before me this 27 day of March, 1997 by GABRIEL PULIDO, a member on behalf of GAF HOLDINGS L.C. , a limited liability company.

  
 \_\_\_\_\_  
 Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

Print, type or stamp name of Notary Public

Personally Known  or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

