

ACCOUNT NO. : 072100000032

REFERENCE :

501322

9876A

AUTHORIZATION:

COST LIMIT : \$ PRE PIAD

ORDER DATE: August 19, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 501322-005

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CUSTOMER NO:

9876A

CUSTOMER: Manuel Diner, Esq

MANUEL DINER, ESQ

Suite 601

141 N.e. Third Avenue

Miami, FL 33132-2238

DOMESTIC FILING

NAME:

CAPITAL INVESTMENTS WEST,

L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

DIVISION OF CORPORATION



RECEIVED

FLORIDA DEPARTMENT OF STATE 7 MUS 20 AH 10: 41

Sandra B. Mortham Secretary of State

DIVISION OF CORPORATIO

August 19, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSE, FL 32301-2607

SUBJECT: CAPITAL INVESTMENTS WEST, LLC

Ref. Number: W97000019141

We have received your document for CAPITAL INVESTMENTS WEST, LLC and check(s) totaling \$337.00. However, your check(s) and document are being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng **Document Specialist**

Letter Number: 597A00041924



ARTICLES OF ORGANIZATION OF CAPITAL INVESTMENTS WEST, L.L.C. TALLAIIA.

The undersigned, for the purpose of forming a limited liability company under the Herida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be: CAPITAL INVESTMENTS WEST, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the company shall be:

590 N.W. 27th Street Miami, Florida.

ARTICLE III. DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Manuel Diner, P.A. 141 N.E. 3rd Avenue, Suite 601, Miami, Florida 33132.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Company at the Initial Registered Office designated in these Articles of Organization, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

AS AGENT FOR MANUEL DINER, P.A.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contribution to the company only on the unanimous consent of all the members.

ARTICLE VII. 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 on 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 VIII. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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.

<u>ARTICLE IX.</u> MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement 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 numes and address of the members of the company are:

NAME

ADDRESS

Sergio Grobler Simon Garfinkel Luis A. Garcia 10825 S.W. 74th Court, Miumi, Florida 33156. 27 Windemere Way, Woodbury, New York 11797. 17071 S.W. 84th Court, Miami, Florida 33157.

	REOF, the undersigned organizer has made and subscribed these ami, Florida, on this <u>B</u> day of August, 1997.
	Agel
	Sergio Grobler
STATE OF FLORIDA)	
COUNTY OF DADE)) SS:
	nent was acknowledged before me this _/F day of August, 1997 by onally known to me [] or has produced
	as identification and who did [] did not [] take an oath.
	Notary Public, State of Florida Print Name: (AR DAD FERREIDA)
My Commission Expires:	
c. wp51. work grobler.corganization	Caridad Ferroira MY COMMISSION / CC627608 EXPIRES March 10, 2001 BONDED THRU TROY FAIN INSURANCE, INC

LANGET A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CAPITAL INVESTMENTS WEST, L.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 members is \$50,000.00.
- 3. If any, the agreed value of property other than cash contributed by members is \$ -0-
- 4. The total amount of cash or property anticipated to be contributed by members is \$50,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING F	URTHER Zy. 9
Dated: August 18 ^T , 1997.	
	Sergio Grobler
STATE OF FLORIDA)	ON THE PARTY OF TH
COUNTY OF DADE)	
The foregoing instrument was acknown Sergio Grobler, who is personally known to i	ledged before me this / f day of August, 1997 by ne [V or has produced
as identification	and who did I did not [Take an oath.
	Notary Public, State of Florida Print Name: MRISAD FERREIRO
My Commission Expires:	
Mry commu	Carldad Ferreira SSION # CC627608 EXPIRES March 10, 2001 RU TROY FAIR INSURANCE, INC.

c.grabler.affidavit