

CAPITAL CONNECTIONS, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
(904) 224-8870 • 800-348-8062 • Fax (904) 224-1122

L97000000999

Old Cutler meadow
Limited Company

900002293649--7
-09/15/97--01150--010
****337.50 ****337.50

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DIVISION OF CORPORATIONS
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APL 9/8/97
J. TAX _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 337.50
N. BANK _____
BALANCE DUE _____
REFUND _____

W97000000999

76th street

SW.

6/50

SOUT MIAMI FL

Signature

33143

Requested by:

CJB

95

120

Name

Date

Time

Walk-In

Will Pick Up

- ____ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ☒ L.C. File
- ____ Fictitious Name File
- ____ Name Reservation
- ____ Merger File
- ____ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ☒ Cert. Copy
- ____ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: OLD CUTLER MEADOW LIMITED COMPANY
Ref. Number: W97000020544

We have received your document for OLD CUTLER MEADOW LIMITED COMPANY and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The law requires us to obtain an AFFIDAVIT clearly stating the fact that the partnership has at least two members, and the various contribution amounts. Please USE the form attached.

ALSO, in your ARTICLES OF ORGANIZATION in Item IX, you must state an ADDRESS for the MANAGER.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 497A00045005

*Book into it to the state
The letter dated sept 8*

Corrected

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ARTICLES OF ORGANIZATION
OF
A LIMITED LIABILITY COMPANY
KNOWN AS

OLD CUTLER MEADOW LIMITED COMPANY

ARTICLE I - NAME

The name of this ^{Company}~~corporation~~ is OLD CUTLER MEADOW LIMITED COMPANY.

ARTICLE II - DURATION

^{Company}
This ~~corporation~~ shall have a duration of two (2) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members. The Company will become effective on it's filing date -- September 8, 1997.

ARTICLE III - PURPOSE

^{Company}
This ~~corporation~~ is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended.

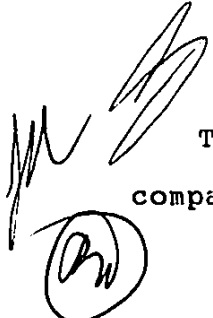
ARTICLE IV - PLACE OF BUSINESS

The street address of the place of business of this Company is 434 Rovino Avenue, Coral Gables, Florida 33156.

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this company is 2550 South Dixie Highway, Coconut Grove, Florida

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Handwritten signatures and initials in the bottom left corner, including a large stylized 'M' and a circled 'M'.

33133 and the name of the initial registered agent of this corporation at that address is CARLOS J. ARBOLEYA, JR.

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ARTICLE VI - CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>
South Dade International Developers, Ltd.	See Exhibit "A", attached hereto and made a part hereof.
Cavangi, Inc.	See Exhibit "A" attached hereto and made a part hereof.
R.C., Inc., S	See Exhibit "A" attached hereto and made a part hereof.

No other additional contributions have been agreed to be made or required at this time.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to this Company upon the approval by the Manager hereinafter set forth.

ARTICLE VIII - CONTINUATION OF COMPANY

This Company shall continue to remain in existence and shall be operated by the Manager or if the Manager is no longer available, by the remaining members notwithstanding the death, retiring, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of this Company.



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ARTICLE IX - MANAGEMENT

This company shall be managed by RAY NAVARRO who is hereby irrevocably appointed as Manager of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Manager shall continue to operate as the Manager for the Company until the first annual meeting of the Members or until the Manager's successor is duly elected and qualifies. RAY NAVARRO's address is 6150 S.W. 76th Street, South Miami, FL 33143.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 26th day of August, 1997.

[Signature]
SOUTH DADE INTERNATIONAL
DEVELOPERS, LTD.
Ramon A. Navarro
LUIS A. ALVAREZ, President

[Signature]
CAVANGI, INC.
[Signature], President

[Signature]
R.C. DNC. S
RAY NAVARRO
RAY NAVARRO, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of August, 1997 by LUIS A. ALVAREZ, who is personally known to me or has produced _____ as identification and who did take an oath.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



MERCEDES CAZOBON
MY COMMISSION # CC357529 EXPIRES
March 20, 1998
BOMBED THRU TROY FARM INSURANCE, INC.

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of August, 1997 by JUAN CANTOR, who is personally known to me or has produced C-536-420-59-464-0 as identification and who did take an oath. *DRIVERS LIC: STATE OF FL*



MERCEDES CAZONON
MY COMMISSION # CC357529 EXPIRES
March 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Mercedes Cazonon
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of August, 1997 by RAY NAVARRO, who is personally known to me or has produced N-160-721-55-311-0 as identification and who did take an oath. *DRIVERS LIC: STATE OF FL*

Mercedes Cazonon
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



MERCEDES CAZONON
MY COMMISSION # CC357529 EXPIRES
March 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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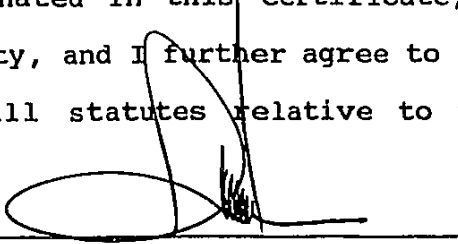
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

THAT OLD CUTLER MEADOW LIMITED COMPANY desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 434 Rovino Avenue, Coral Gables, Florida 33156, has named CARLOS J. ARBOLEYA, JR., as its agent to accept service of process within Florida.

Dated: August 26, 1997


RAY NAVARRO, Manager

Having been named to accept service of process for the above named company, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


CARLOS J. ARBOLEYA, JR.
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
OLD CUTLER MEADOW _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 0 -
- 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 and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 90,000.00
- 5) the total amounts of 2, 3 and 4 is \$ 90,000.00

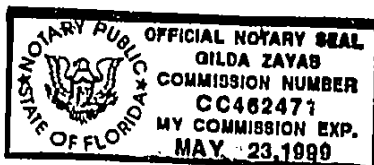


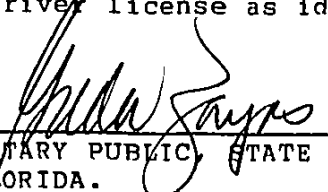
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Florida)
)
County of Dade)

The foregoing instrument was acknowledged before me this 8th day of September, 1997, by Rey Navarro, who is personally known to me or who has produced a Florida driver license as identification and who did not take an oath.





NOTARY PUBLIC, STATE OF
FLORIDA.
My Commission Expires:

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ray Navarro, who being first duly sworn, does depose and say:

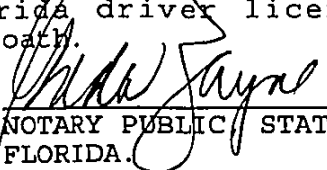
1. That he is the President of R.C., INC. S, a Florida corporation, and a Member of OLD CUTLER MEADOW LIMITED COMPANY
2. That the OPERATING AGREEMENT FOR OLD CUTLER MEADOW LIMITED COMPANY attached hereto and made a part hereof as Exhibit "A" is a true and correct accurate copy of the original.
3. That this Affidavit is made for the purpose of inducing the Florida Department of State, pursuant to section 608.407(2), Florida Statute, to issue a Certificate of Incorporation.

FURTHER AFFIANTS SAYETH NOT.

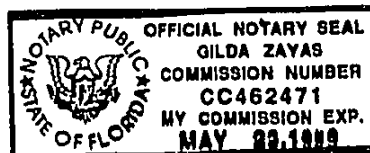

RAY NAVARRO

State of Florida)
)
County of Dade)

The foregoing instrument was acknowledged before me this 8th day of September, 1997, by Ray Navarro, who is personally known to me or who has produced a Florida driver license as identification and who did not take an oath.


NOTARY PUBLIC STATE OF
FLORIDA.
My Commission Expires:

THIS INSTRUMENT PREPARED BY:
CARLOS J. ARBOLEYA JR., ESQ.
CARLOS J. ARBOLEYA JR., P.A.
2550 South Dixie Highway
Coconut Grove, Florida 33133



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EXHIBIT "A"

OPERATING AGREEMENT FOR
OLD CUTLER MEADOW LIMITED COMPANY

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AGREEMENT made this 26th day of August, 1997 by and between SOUTH DADE INTERNATIONAL DEVELOPERS, LTD., a Florida Corporation, (hereinafter referred to as "SDI"); CAVANGI, INC., a Florida Corporation, (hereinafter referred to as "Cavangi"); and R.C., INC. S, a Florida Corporation, (hereinafter referred to as "RC").

WHEREAS, SDI, Cavangi and RC are the members of OLD CUTLER MEADOW LIMITED COMPANY, (hereinafter referred to as the "Company"), a limited liability company existing pursuant to the laws of the State of Florida; and

WHEREAS, the parties hereto wish to provide for the management and operation of the Company.

It is hereby mutually agreed by and between the parties hereto as follows:

1. Purpose of the Company

The Company was created for the purpose of owning, operating and controlling certain real and personal property as may now or hereafter be placed into the name of the Company from time to time.

2. Capitalization and Management of the Company.

The contributions made by the members of the Company are as follows:

Name of Member

Contribution

South Dade International
Developers, Ltd.

See Exhibit "A", attached
hereto and made a part hereof.

Cavangi, Inc.

See Exhibit "A" attached hereto
and made a part hereof.

R.C., Inc., S

See Exhibit "A" attached hereto
and made a part hereof.

If at any time in the future additional monies are needed in connection with the Company, the parties hereto agree to loan to the Company the money as needed in the percentages of the ownership as shown by the contribution contained herein. The failure of any member to contribute his share, shall result in the loss of that percentage of the ownership in the Company by that person to the other member or members who loan the Company the monies which should have been loaned by the defaulting member.

3. Restrictions on the transfer of interests in the Company

The ownership interest in the Company as set forth above is personal to the member owning that interest. No member shall have the right to sell, transfer, or assign his interest in the Company without the prior written consent of the other members. In this regard, if any member wishes to sell, transfer, or give up his interest in the Company, that member shall offer his interest to the remaining members.

4. Management of the Company.

The affairs of the Company shall be managed by a Manager, who initially shall be Ray Navarro, President of RC, and who shall operate the Company in a businesslike manner as he deems appropriate. The Manager shall continue to act as the manager until removed by a vote of a majority of the members of the Company. The Manager shall have the right and authority to execute documents on behalf of the Company including in connection with the sale, transfer or encumbrance of any assets of the Company.

5. Sharing of profits and additional contributions.

The profits of the Company shall be shared by the Members in the same proportion as their ownership interest in the Company. If additional monies are required, such additional monies shall be either contributed or loaned to the Company by each of the members in the same proportion as their ownership interest in the Company.

6. Admission of additional members.

The admission of any additional members into the Company shall require a majority vote of the existing members and any such additional member shall be required to contribute that portion of the capital as his interest in the Company shall represent.

7. Dissolution of the Company.

The Company shall be dissolved upon the concurrence of any of the following events:

- a. Two years from filing of this Agreement; or
- b. By a majority of the written agreement of all members.

The Company shall continue notwithstanding the death, resignation, expulsion, or bankruptcy of a member. The

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(M)


remaining members shall continue to operate the Company and shall pay the withdrawing member, or his estate, as the case may be, for his interest in the Company.

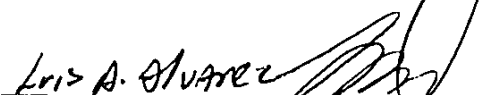
8. Benefit.

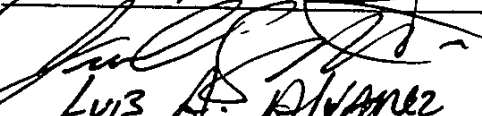
This Agreement and all of the provisions hereof shall bind the parties hereto and their respective heirs, legal representatives, successors, and assigns.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

Signed, sealed and delivered
in the presence of:


Ramon A. Navarro

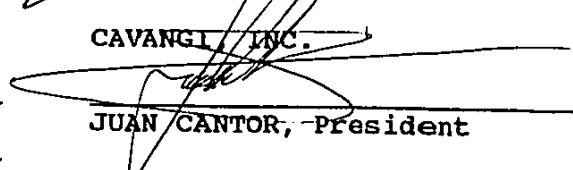

Luis A. Alvarez


Luis A. Alvarez

SOUTH DADE INTERNATIONAL
DEVELOPERS, LTD.


LUIS A. ALVAREZ, President

CAVANGI, INC.


JUAN CANTOR, President

R.C. INC. S


RAY NAVARRO, President

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EXHIBIT A - CONTRIBUTIONS

The following are the pledge contributions by each of the members of the Old Cutler Meadow Limited Company:

Pledge in the amount of Ninety Thousand and 00/100 (\$90,000.00) Dollars, to be contributed to the company as needed and as follows:

South Dade International	
Developers	\$30,000.00
Cavangi, Inc.	\$30,000.00
R.C., Inc. S	\$30,000.00

The ownership interest in the Old Cutler Meadows Limited Company is as follows:

South Dade International	
Developers	33%
Cavangi, Inc.	33%
R.C., Inc. S	34%

SDI-LTD(H2697)

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