

SEP. 19. 1997 12:25

0.236

LA70000001039

9/19/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:02 AM

((H97000015580 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GREENSPOON MARDER HIRSCHFELD RAFKIN ROSS & B  
CONTACT: CINDY WILKINSON  
PHONE: (954)491-1120

ACCT#: 076064003722

FAX #: (954)771-9264

NAME: BAO PAULO INVESTMENT GROUP, L.C.

AUDIT NUMBER.....H97000015580

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$285.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'N' FOR MENU. \*\*

FILED  
97 SEP 19 PM 12:07  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Pmc  
9-19-97

SEP.19.1997 10:26AM

NO.206 P.2

AUDIT NUMBER: H97000015580

ARTICLES OF ORGANIZATION  
OF  
SAO PAULO INVESTMENT GROUP, L.C.

FILED  
91 SEP 19 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned desires to form a limited liability company pursuant to Florida Statutes as hereinafter set forth.

I. PURPOSE

This limited liability company is created and conducted for the purpose of engaging in all lawful business as may be agreed on by the members.

II. NAME: PLACE OF BUSINESS

(a) Name. The name of this limited liability company shall be Sao Paulo Investment Group, L.C.

(b) Place of Business. The principal place of business of the limited liability company shall be 2 East Camino Real, Suite 113, Boca Raton, Florida 33432, and such other place or places as may be agreed on by the members.

III. DURATION

This limited liability company shall commence on the filing of these Articles with the Department of State, and continue for a period of thirty (30) years from the above date, or until dissolved by the members herein as set forth in Article X of these Articles of Organization.

Gregory J. Blodig, Esq.  
Greenspoon, Marder et al  
100 W. Cypress Creek Rd., Ste. 700  
Ft. Lauderdale, FL 33309  
(954) 491-1120  
Fla Bar #274062

AUDIT NUMBER: H97000015580

AUDIT NUMBER: H97000015580

#### IV. CAPITAL CONTRIBUTION

- (a) Capital. The initial capital of this limited liability company shall consist of the sum of ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00).
- (b) Additional Contributions. No additional contributions have been agreed to be made by the members.

#### V. PROPERTY

- (a) Property. All property acquired by purchase or otherwise on account of the limited liability company shall be property of this limited liability company.
- (b) Property to be in Limited Liability Company Name. The title to all limited liability company property shall be held in the name of the limited liability company.

#### VI. MANAGEMENT OF BUSINESS

The limited liability company is to be managed by managers. The names and addresses of the initial managers of the limited liability company who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are:

Michael Rahtjen  
2 E. Camino Real, #113  
Boca Raton, FL 33432

Steve Levinson  
900 River Reach Drive, #501  
Ft. Lauderdale, FL 33315

AUDIT NUMBER: H97000015580

**VII. MEETINGS OF MEMBERS**

Without call or notice, the members shall hold regular annual meetings at times and places to be selected by members. In addition, special meetings may be called by any member at any time after the giving of ten (10) days' notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Any member at a meeting constitutes a waiver of notice of such meeting except in the event that a member attends a meeting and protests the lack of notice to him. Minutes shall be made of the regular and special meetings of the limited liability company.

**VIII. ACCOUNTING MATTERS**

**Books of Account.** Books of account shall be kept by the members, and proper entries made therein of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

**IX. ADMISSION OF MEMBERS**

The admission of new members shall be only by the unanimous vote of the members.

**X. DISSOLUTION**

**Causes of Distribution.** The limited liability company shall be dissolved on the happening of any of the following events:

- (1) Termination of the term specified herein.
- (2) Withdrawal, retirement, or expulsion of any member.
- (3) Death, disability, or bankruptcy of any member.

AUDIT NUMBER: H97000015580

- (4) Unanimous agreement of the members;  
unless the members unanimously agree otherwise.

**XI. REGISTERED AGENT**

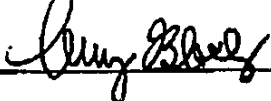
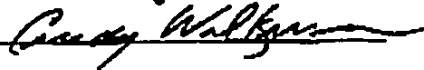
The Registered Agent for this limited liability company shall be Gregory J. Blodig, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

**XII. AMENDMENTS**

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by the unanimous consent of the members, and such amendments shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19 day of September, 1997.

WITNESSES:

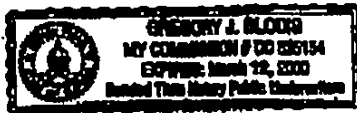
  
Michael Rahtjen, authorized  
representative of Member

AUDIT NUMBER: B97000015580

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD    )

Before me, personally appeared Michael Rahtjen, to me well known and known to me to be the person in and who executed the forgoing Articles of Organization of Sao Paulo Investment Group, L.C., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 19 day of September, 1997.



Gregory J. Bloch  
NOTARY PUBLIC, STATE OF FLORIDA

Print name: \_\_\_\_\_

Commission Number: \_\_\_\_\_

AUDIT NUMBER: H97000015580

CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

FILED  
91 SEP 19 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sao Paulo Investment Group, L.C., desiring to organize as a limited liability company pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Gregory J. Blodig, Esq., located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, County of Broward, Florida 33309, as its registered agent within the state.

Having been named registered agent for the above stated limited liability company at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative thereto.

  
\_\_\_\_\_  
Gregory J. Blodig, Esq.

AUDIT NUMBER: H97000015580

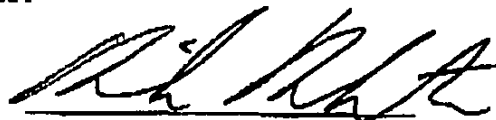
**AFFIDAVIT**

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The undersigned manager and authorized representative of a member of Sao Paulo Investment Group, L.C. hereby states under oath the following with respect to Sao Paulo Investment Group, L.C.:

1. Sao Paulo Investment Group, L.C. has at least two members;
2. The amount of cash to be contributed by the members is \$100,000.00;
3. No property other than cash is anticipated to be contributed by the members; and
4. The additional amount anticipated to be contributed by the members to the Company in excess of the sums set forth in paragraph 2 above is -0-.

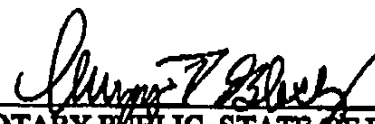
FURTHER AFFIANT SAYETH NAUGHT:

  
Michael Rahtjen

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 19 day of September, 1997, by Michael Rahtjen, who is personally known to me or has produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: \_\_\_\_\_  
Commission Number: \_\_\_\_\_