

L97000001364

Eckert Seamans

Requestor's Name

200 W. College Ave

Address

Tallahassee FL 32301

City/State/Zip

Phone # 909-3515

97 DEC -8 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cardel Land Holdings, LC
(Corporation Name) (Document #) 700002365417--4
-12/08/97--01057--009
***337.50 ***337.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #) CM

- Walk in Pick up time Monday 12/8 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

97 DEC -8 AM 11:14
DIVISION OF CORPORATION
RECEIVED

CF -285.00
CFRT 52.50

337.50

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
CARDEL LAND HOLDINGS, L.C.**

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These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (the "Act").

ARTICLE I: NAME

The name of this limited liability company is **Cardel Land Holdings, L.C.** ("Company").

ARTICLE II: DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2100 or the occurrence of any of the events specified in Section 608.441 of the Act, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III: ADDRESS OF COMPANY

The mailing address and street address of the principal office of the company is:

Cardel Land Holdings, L.C.
9201 S.W. 140th Street
Miami, Florida 33176

ARTICLE IV: REGISTERED AGENT

The name and street address of the initial registered agent of the Company is:

Carlos J. Rodriguez
9201 S.W. 140th Street
Miami, Florida 33176



ARTICLE V: ADDITIONAL MEMBERS

Additional members of the Company may be admitted upon the consent of a majority of the current members to the admission of such additional members and the terms of such admission.

ARTICLE VI: TERMINATION OF MEMBERSHIP

Upon the death, retirement, resignation, expulsion, dissolution, bankruptcy or the occurrence of any event which terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company by unanimous consent.

ARTICLE VII: MANAGEMENT OF THE COMPANY

The management of the Company shall be reserved to the Management Committee which shall be comprised of two members initially, who shall hold office until the first annual meeting of all members or until their successors are elected and qualified or until their earlier resignation or removal from office. The name and address of the initial members of the Management Committee are:

Carlos J. Rodriguez - Chairman
9201 S.W. 140th Street
Miami, Florida 33176

Woodson Brown - Vice Chairman
9201 S.W. 140th Street
Miami, Florida 33176

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ARTICLE VIII: REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.



The undersigned has executed these Articles of Organization effective as of December 2nd 1997.



Carlos J. Rodriguez, Chairman

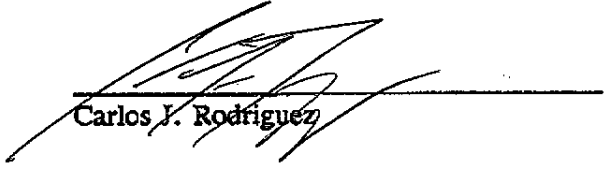
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Cardel Land Holdings, L.C., a Florida limited liability company, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415 of the Act.

Dated this 2 day of December, 1997.



Carlos J. Rodriguez

LIMITED LIABILITY COMPANY AFFIDAVIT PURSUANT TO FLORIDA STATUTE SECTION 608.407

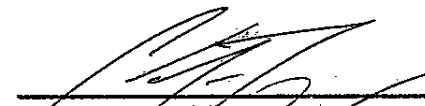
The undersigned ("Affiant"), a member of Cardel Land Holdings, L.C. (the "Company") deposes and says:

1. The Company has at least 2 members.
2. The total amount of cash contributed by members of the Company is \$500,000.
3. A description and agreed value of the property contributed by members of the Company is as follows:

| <u>Description</u> | <u>Agreed Value</u> |
|--------------------|---------------------|
| Cash | \$500,000 |

4. The total amount of cash or property anticipated to be contributed by members of the Company is \$1,500,000.
5. This Affidavit is given pursuant to the provisions of Section 608.407 of the Florida Statutes.
6. Affiant further states that he is familiar with the nature of an oath; and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature.

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 Carlos J. Rodriguez, Chairman of Cardel Land Holdings, L.C., a Florida limited liability company