

3/09/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:44 AM

L98000000285
(H980004555-2)

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TORRES & PEREYRA LIMITED LIABILITY COMPANY,

AUDIT NUMBER.....H98000004555

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:04:41

RECEIVED

98 MAR -9 PM 12:31

DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 1:18

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

EMPIRE CORPORATE KIT

MAR-09-1998 12:06

14
H98000004555

**ARTICLES OF ORGANIZATION OF
TORRES & PEREYRA LIMITED LIABILITY COMPANY, L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is :

TORRES & PEREYRA LIMITED LIABILITY COMPANY, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

11150 S. W. 145th Court
Miami, Florida 33186

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual in nature.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by two managers and the names and addresses of such managers who are to serve as managers are:

Luis R. Torres	:	11150 S.W. 145th Court Miami, Florida 33186
Gonzalo R. Pereyra	:	12301 S.W. 68th Court Pine Crest, Florida. 33156

This instrument prepared by:
Raul R. Delgado de Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida 33131
(305) 372 1152

H98000004555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
8 MAR -9 PM 1:15

H98000004555

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

New members shall be admitted based on a majority vote of the then existing members.

ARTICLE VI- Members Rights to Continue Business:

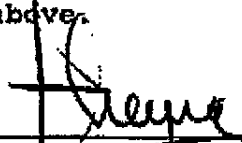
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

To maintain the viability and the integrity of all business operations, including, but not limited to, purchase and sales/marketing activities, collection of receivables, financial and legal affairs until a new majority of members is achieved.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TORRES & PEREYRA LIMITED LIABILITY COMPANY, 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 \$1,000.00
3. if any, the agreed value of property other than cash contributed by members is \$ N/A. A description of the property is attached and made part hereto.
4. the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.



Gonzalo R. Pereyra
Signature of a member or authorized
representative of a member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 8

H98000004555

H98000004555

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

TORRES & PEREYRA Limited Liability Company, L.C.
2. The name and address of the registered agent and office is:

Gonzalo R. Pereyra
12301 S.W. 68th Court
Pine Crest, Florida 33158

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature Gonzalo R. Pereyra

3-6-98-

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 1:18

H98000004555