

FROM

L98000 000681

(FED) 5.27.00 9:56 AM ST. 032/0.4261574025 P 2

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000009776 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: HOLLAND & KNIGHT OF MIAMI  
CONTACT: STEVEN H HAGEN  
PHONE: (305) 374-8500

ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: BREAKOUT INVESTMENTS, L.L.C.

AUDIT NUMBER.....H98000009776

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE... \$337.50

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. \*\*

CM

26

FILED  
98 MAY 26 PM 2:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FROM

(WED) 5.27'98 9:35/ST. 9:32/NO. 4261574025 P 1



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 26, 1998

STUART K. HOFFMAN, ESQ.  
HOLLAND & KNIGHT LLP  
701 BRICKELL AVE., #3000  
MIAMI, FL 33131

SUBJECT: BREAKOUT INVESTMENT, L.L.C.  
REF: W98000011949

FILED  
98 MAY 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

FAX Aud. #: E98000009776  
Letter Number: 398A00029462

RECEIVED  
98 MAY 27 AM 9:45  
DIVISION OF CORPORATIONS

FROM

(WED) 5. 27' 98 9:36/ST. 9:32/NO. 4261574025 P 3

FAX AUDIT NO.: H98000009776 9

***BREAKOUT INVESTMENTS, L.L.C.***

**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is BREAKOUT INVESTMENTS, L.L.C. (the "Company").

**ARTICLE II. ADDRESS**

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

**THIS INSTRUMENT WAS PREPARED BY:**

Stuart K. Hoffman, Esq.  
Fla. Bar No.: 186851  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
tel: (305) 374-8500  
fax: (305) 789-7799

FAX AUDIT NO.: H98000009776 9

FILED  
98 MAY 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(WED) 5.27'98 9:36/ST. 9:32/NO.4261574025 P 4

FROM

FAX AUDIT NO.: H98000009776 9

#### ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida. -

#### ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

#### ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

Allen de Olazarra	c/o	701 Brickell Avenue Suite 3000 Miami, Florida 33131
Rodolfo Prio Touzet	c/o	701 Brickell Avenue Suite 3000 Miami, Florida 33131

FILED  
98 MAY 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

#### ARTICLE VIII. REGULATIONS

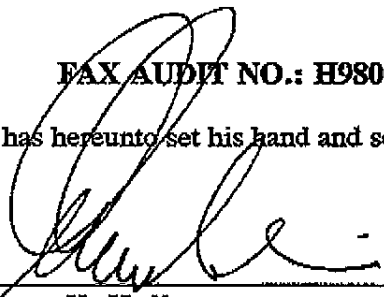
The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

FROM

(WED) 5.27'98 9:36/ST. 9:32/NO. 4261574025 P 5

**FAX AUDIT NO.: H98000009776 9**

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 26th day of May, 1998.

  
\_\_\_\_\_  
Stuart K. Hoffman

Duly Authorized Representative of a Member

FILED  
98 MAY 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM

(WED) 5. 27' 98 9:37/ST. 9:32/NO. 4261574025 P 6

**FAX AUDIT NO.: H98000009776 9**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

**INTRASTATE REGISTERED AGENT  
CORPORATION**



Andrew H. Weinstein  
Vice President

Dated: 5-26-98

FILED  
98 MAY 26 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM

(WED) 5.27'98 9:37/ST. 9:32/NO. 4261574025 P 7

FAX AUDIT NO.: H98000009776 9

## AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

I, Stuart K. Hoffman, a duly authorized representative of a member of BREAKOUT INVESTMENTS, LLC, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of the BREAKOUT INVESTMENTS, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least two members;
3. That the members of the Company have contributed \$100.00 to the capital of the Company; and
4. That the members of the Company are expected to contribute no additional capital to the Company.
5. That the agreed value of property other than cash contributed by the members is \$0.

And further affiant sayeth not.

  
Stuart K. Hoffman  
Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May, 1998, by Stuart K. Hoffman who is personally known to me and who did take an oath.

  
Notary Public--State of Florida

Print Notary Name: Kim M. Lucas  
My Commission Number is: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

MIA4-622103



Kim M. Lucas  
MY COMMISSION # 00590899 EXPIRES  
October 6, 2000

FAX AUDIT NO.: H98000009776 9