

10/08/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:21 PM

L9800002179

((H98000018721))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CONTINENTAL PACIFIC CAPITAL LC

AUDIT NUMBER.....H98000018721

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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

Connect: 00:08:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:58

L98-2179

Name	OK 108
Availability	
Document	OK
Examiner	
Updater	OK
Updater	OK
Verifier	
Acknowledgement	OK
W. P. Verifier	OK

H98000018721

⑤

**ARTICLES OF ORGANIZATION FOR
CONTINENTAL PACIFIC CAPITAL, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 8 PM 3:58

ARTICLE I - NAME

The name of the Limited Liability Company is:

CONTINENTAL PACIFIC CAPITAL, L.C.

ARTICLE II - ADDRESS:

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

**1221 Brickell
Suite 900
Miami, Florida 33131**

ARTICLE III - DURATION:

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

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager, or managers until the first annual meeting of the members or until their names are elected and qualify and the name(s) and Address(es) of such manager(s) who is/are:

EDWIN C. BARR

**3109 Grand Avenue
Suite 457
Miami, Florida 33133**

**This Instrument Prepared By: Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761**

H98000018721

49X 000018721

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:58

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 by (i) unanimous resolution and consent of the remaining members under the same terms and conditions as set forth from time to time by the remaining members and by (ii) filing a supplemental affidavit of capital contributions with Department of State, State of Florida setting forth the actual contributions of all 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 membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two members or in the event the remaining members do not reach a unanimous resolution concerning the termination of a membership of a member within 30 days from said termination, the limited liability company shall be dissolved.

The UNDERSIGNED manager and incorporator, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By: 
EDWIN C. BARR

49X 000018721

(Acknowledgement Continued on Next Page)

1198000018721

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 8 PM 3:58

STATE OF ^{Illinois} FLORIDA)
COUNTY OF ^{Cook} ~~DADE~~) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, EDWIN C. BARR personally appeared to me known to be the person described as the manager and incorporator in the foregoing Articles of Organization, and he acknowledged before me that he executed said Articles of Organization and did not take an oath.

WITNESS my hand and seal in said State and County, this 12 day of May, 1998.



NOTARY PUBLIC
COMMISSION EXPIRES: 8-17-98



1198000018721

498000018721


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:58

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The undersigned member or authorized representative of the member(s) of CONTINENTAL PACIFIC CAPITAL, 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 member(s) is:
\$1000.00
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 total amount of cash or property anticipated to be contributed by member(s) is \$25,000.00. This total includes amounts from 2 and 3 above.


Edwin C. Barr, authorized
representative and manager.

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, EDWIN C. BARR personally appeared to me known to be the person described as the manager and authorized representative in the foregoing Affidavit and he acknowledged before me that he executed said Affidavit and he did not take an oath.

(Illinois) (ccok)
WITNESS my hand and seal in said State and County, this 12
day of May, 1998.


NOTARY PUBLIC

COMMISSION EXPIRES: 8-17-98



(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.)

498000018721

H98000018721

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 OCT -8 PM 3:59

**CERTIFICATE OF DESIGNATION OF
 REGISTER AGENT/REGISTER 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/REGISTER AGENT, THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CONTINENTAL PACIFIC CAPITAL. L.C.

2. The name and address of the registered agent and office is:

ALVARO CASTILLO B., P.A.
 1390 Brickell Avenue
 Suite 200
 Miami, Florida 33131

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 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 REGISTER AGENT.


 SIGNATURE

5-12-98
 DATE

H98000018721