

L980000002927

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 AM 11:16

HB Asset management,  
L.C.

W18-26584

00789-01122-01127-00071

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Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File *11/25/98--01018--022*
- ☐ RA Resignation *\*\*\*\*285.00 \*\*\*\*285.00*
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 25, 1998

CAPITAL CONNECTION, INC.

SUBJECT: HB ASSET MANAGEMENT, L.C.  
Ref. Number: W98000026584

We have received your document for HB ASSET MANAGEMENT, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 298A00056485

*corrected*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## ARTICLES OF ORGANIZATION

OF

HB ASSET MANAGEMENT, L.C.

I, THE UNDERSIGNED, WHO INTEND TO FORM AND CREATE A LIMITED LIABILITY COMPANY, AS DEFINED IN SECTION 608.402 (3) OF THE (REVISED OR CONSOLIDATED) STATUTES OF THE STATE OF FLORIDA, DO HEREBY STATE AND CERTIFY THE FOLLOWING:

**FIRST:** The name of the Limited Liability Company is HB ASSET MANAGEMENT, L.C.

**SECOND:** The principal office of the company is located at 777 Brickell Avenue, Suite 1010, Miami, Florida 33131, which is also the company's mailing address. Its initial registered agent is Angel Armas, Esq., Delgado, Befeler, Starkman & Magolnick, P.A., Nations Tower, 100 Southeast 2nd Street, Suite 3700, Miami, FL 33131.

**THIRD:** The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608.403 of the (Revised or Consolidated) Statutes of the State of Florida.

**FOURTH:** The company shall have a perpetual duration.

**FIFTH:** INDEMNIFICATION:

A. The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including

all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

B. The foregoing indemnification shall not apply in the case of action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking

indemnification and shall nonetheless apply if, in view of all the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the company.

**SIXTH:** There shall be no initial contributions of cash.

**SEVENTH:** The company will have one manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualify. The manager's name and address is as follows:

Raul Henriquez  
777 Brickell Avenue, Suite 1010  
Miami, Florida 33131

SUBSCRIBED this 24th day of November, 1998

  
\_\_\_\_\_  
**ANGEL ARMAS**

Authorized Representative and  
Initial Registered Agent

**ACCEPTANCE OF INITIAL REGISTERED AGENT**

I HEREBY am familiar with and accept the duties and responsibilities as initial registered agent of HB Asset Management, L.C., a Florida Limited Liability Company.

  
ANGEL ARMAS

Initial Registered Agent

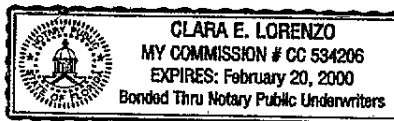
STATE OF FLORIDA                    )  
  : SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 24th day of November, 1998 by Angel Armas who did take an oath and who is personally known to me.

  
NOTARY PUBLIC, STATE OF  
FLORIDA /AT LARGE

My commission expires:

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A  
LIMITED LIABILITY COMPANY**

**HB ASSET MANAGEMENT, L.C.**

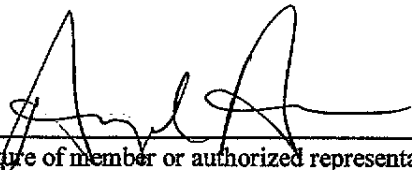
(Name of Limited Liability Company)

a limited liability company, executes this supplemental affidavit filed pursuant to s.608.412, Florida Statutes, and certifies that

1. the above named limited liability company has at least one member.
2. the total amount of the capital contributions of the members is 0.
3. if any, the agreed value of property other than cash contributed by member is 0.
4. the total amount of cash or property anticipated to be contributed by the member is 0.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

Date: November 30, 1998

  
(Signature of member or authorized representative of a member)

**ANGEL ARMAS**

(Type or print name of signee)