

L980000003424

12/21/98 NINO

LUCIO MANDLER

Requestor's Name

701 BRICKELL AVE #2000

Address

MIAMI, FL 33131

City

State

ZIP

Phone

(305) 579-0012

VALIDATION ONLY

700002718587--8
-12/22/98--01006--025
****285.00 ****285.00

CORPORATION(S) NAME

QOS LABS, L.L.C.

00789-01115-00671

W98-28563

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other L.L.C.

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	MA
Availability	MA
Document	MA
Examiner	MA
Updater	MA
Verifier	MA
Acknowledgment	MA
W.P. Verifier	MA



Empire Toll Free: 1-800-432-3028

90 DEC 22 AM 11:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1998

EMPIRE

SUBJECT: QOS LABS, L.L.C.
Ref. Number: W98000028563

We have received your document for QOS LABS, L.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 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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00059992

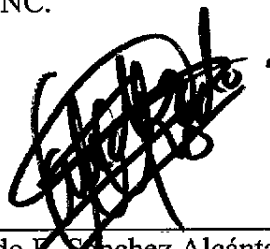
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CONSENT TO USE OF NAME

Alfredo E. Sánchez Alcántara, as an authorized representative of QoS Labs, Inc., hereby consents to the use of the name QoS LABS, L.L.C. in the formation of a new commercial entity.

QoS LABS, INC.

By:

A handwritten signature in black ink, appearing to read 'Alfredo E. Sanchez Alcántara', written over a horizontal line.

Alfredo E. Sánchez Alcántara
Authorized Representative

ARTICLES OF ORGANIZATION
OF
QoS LABS, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is QoS LABS, L.L.C. (the "Company").

2. Duration and Commencement of Existence. The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining Members.

3. Purpose. This limited liability company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies under applicable law.

4. Mailing Address and Street Address. The mailing address and the street address of the principal office of the Company is:

c/o WLMC Registered Agents, Inc.
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

5. Registered Agent and Office. The name of the initial registered agent of the Company is WLMC REGISTERED AGENTS, INC.. The street address of the initial registered agent of the Company is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131.

6. Capital. The capital of this limited liability company is \$5,000, which shall be paid entirely in cash. Additional capital contributions are not required, but may be made by the Members in accordance with the terms of that certain Operating Agreement of executed by Tecgnosis, LLC, a Delaware limited liability company.

Satuirmino E. Lucio, II
Lucio, Mandler, Croland, Bronstein,
Garbett, Stiphany & Martinez, P.A.
701 Brickell Avenue, Suite 2000
Miami, Florida 33131
(305) 579-0012
Florida Bar No. 284637

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7. Additional Members. Additional Members may be admitted to the Company, but only if all of the current Members agree to the admission of the additional Members and to the terms of admission.

8. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

9. Members. The sole member of the Company, unless said Member consents to the entry of other Members, shall be:

Tecgnosis LLC

9 East Lockerman Street
Dover, Delaware 19901

10. Management of the Company. The Company shall be managed by the following persons, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Alfredo E. Sánchez Alcántara President	433 Plaza Real, Suite 275 Boca Raton, Florida 33432
Gerardo A. Sánchez Alcántara Vice President	433 Plaza Real, Suite 275 Boca Raton, Florida 33432
Victor Tapia García Vice President	433 Plaza Real, Suite 275 Boca Raton, Florida 33432
Hector L. Rivero Cagigas Treasurer	433 Plaza Real, Suite 275 Boca Raton, Florida 33432
Sergio Arnedo de la Parra Secretary	433 Plaza Real, Suite 275 Boca Raton, Florida 33432

11. Restrictions on Transfer. No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in this Limited Liability Company without the prior express written consent of all of the other Members, except as may otherwise be agreed in the Limited Liability Operating Agreement, as may be amended from time to time.

12. 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.

13. Effective Date. The date of effectiveness of QoS LABS L.L.C. shall be 5 days prior to its actual formation, pursuant to Fla. Stat. §608.409(1). The Company is hereby permitted to conduct any activity incidental to its organization or to receiving subscriptions for or payment of contributions, at par and in excess of par.

17th The undersigned Member has executed these Articles of Organization effective as of the day of December, 1998.

TECGNOSIS, LLC, a Delaware
limited liability company

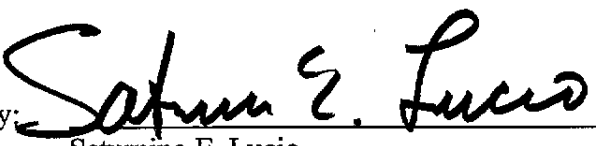
By: 
Alfredo Sanchez Alcántara
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for QoS LABS, L.L.C. at the place designated in its Articles of Organization, 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.

Dated this 17 day of December, 1998.

WLMC REGISTERED AGENTS, INC.

By: 
Saturnino E. Lucio
Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of QoS LABS, L.L.C. deposes and says:

- 1) the above named limited liability company has at least ~~two members~~ ^{one member}
- 2) the total amount of cash contributed by the member(s) is \$ 5,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 5) the total amounts of 2, 3 and 4 is \$ 5,000

Schumme G. Lucas (attorney at law and
Signature of a member or authorized representative of a member. ^{in fact for member}

(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.)