

# L98000003439

Florida Department of State  
Division of Corporations  
Public Access System  
Sandra B. Morham, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H98000024231 6)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 922-4003

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 2:55

## LIMITED LIABILITY COMPANY

### NUMBERING & CODING ASESORES, L.L.C.

Numbering & Coding ASESORES, L.L.C.

L-98-3439

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$337.50

Name Availability	12-29
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	12/29/98 1:25 PM

98 DEC 29 PM 2:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 29 08 40 AM '68

75

## ARTICLE I

## ARTICLE II

## PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H98000024231

service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:  
Martin Romero, 8066 NW 66 St., Miami, FL 33166

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H98000024231

H98000024231

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$2,500.00 cash shall be paid to the limited liability company by the one member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. In the event there are more than one member in the future, members will make contributions in equal shares.

**ARTICLE VII**  
**PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H98000024231

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 29 PM 2:55

H98000024231

**ARTICLE IX**  
**INITIAL, REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, County of Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of NUMBERING & CODING ASESORES, L.L.C.

Executed by the undersigned at 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156,  
December 29, 1998.

  
Andrew Cuevas, authorized representative

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 2:55

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H98000024231

Affidavit Of Membership And Contributions.

State of Florida     ]  
County of Dade     ]

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of NUMBERING & CODING ASESORES, L.L.C. deposes and says:

1. The limited liability company identified above has at least one members.
2. The total amount of cash contributed by the member is \$2,500.00.
3. If any, the agreed value of property other than cash contributed by the members is N/A.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000.00. This total includes the amounts from 2 and 3 above.

Andrew Cuevas  
Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this 12/29/98 by Andrew Cuevas on behalf of NUMBERING & CODING ASESORES, L.L.C. a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

Jonathan R. Rubin  
[Notary's signature]

My commission expires:



JONATHAN R. RUBIN  
My Commission CC421651  
Expires Oct. 30, 1999  
Bonded by HAI  
\$50,000.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 2:55

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H08000024231

