

Division of Corporations

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Account Number : I19980000095
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LIMITED LIABILITY COMPANY

Bailey Harper Baker Arencibia & Agudo, P.L.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 1999

STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.

SUBJECT: BAILEY HARPER BAKER ARENCIBIA & AGUDO, P.L.
REF: W99000001488

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

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. #: H99000001595
Letter Number: 899A00002704

SEE P 5.

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Thursday, January 21, 1999

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Articles of Organization
of Bailey Harper Baker
Arencibia & Agudo, P.L.

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Bailey Harper Baker Arencibia & Agudo, P.L., a Florida professional services limited liability company formed under Chapter 621 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be Bailey Harper Baker Arencibia & Agudo, P.L.
2. Nature of Business. The general nature of the business to be transacted will be the practice of law by attorneys at law, each of whom shall be duly admitted to practice in the State of Florida.
3. Powers. The Company shall have the power to perform any act and to exercise any power permitted to a limited liability company under Chapters 608 and 621 of the laws of the State of Florida, without limitation thereupon.

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Steven Carlyle Cronig & Associates, P.A.
301 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 371-0077

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ARTICLES OF ORGANIZATION OF BAILEY HARPER BAKER ARENCIBIA & AGUDO, P.L. Page 1

Audit No. H99000001595 0

STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.

301 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131 Telephone (305) 371-0077 Telefacsimile (305) 371-7877

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4. Names, Addresses and Capital Contributions of Members. Upon formation of the Company, the Members shall contribute to the capital of the Company capital contributions, which may be money, property, debt instruments or services in the aggregate sum of Ten Thousand Dollars (\$10,000). The names, addresses and capital contributions of the Members are as follows:

<u>Name and Address of Members</u>	<u>Capital Contribution</u>	<u>Ownership Interest</u>
Guy B. Bailey, Jr. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$9,600.00	96%
Wm. Bruce Harper, Jr. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
Elizabeth S. Baker, P.A. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
Raul A. Arencibia 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
Marcelo M. Agudo, P.A. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
TOTAL CAPITAL CONTRIBUTION:	\$10,000	100%

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5. None of the Members have contributed property other than cash.

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Upon written approval of a majority in ownership interest of the Members, the Company may from time to time admit new Members to the Company as set forth in the Company Operating Agreement. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members and the transfer of existing Members' interests shall be reflected in an amendment to these Articles of Organization, executed by the Manager, and shall be filed with the Secretary of State of Florida.

6. Restrictions on Transfer. A Member's interest in the Company may not be sold or otherwise transferred without the written consent of a majority in ownership interests of the Members.

Anything else contained in these Articles to the contrary notwithstanding, under no circumstances shall an interest of any kind be issued to any person or entity who or which is not duly licensed or otherwise legally authorized to render legal services within the State of Florida.

7. Term. The Company shall exist for a period of fifty (50) years from the date of issuance of its certificate of organization by the Secretary of State of Florida.

8. Principal Office and Mailing Address. The principal office and mailing address of the Company shall be located initially at 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623 or at such other place as the Manager may choose.

9. Registered Agent. The name and address of the initial Registered Agent for the Company is Guy B. Bailey, Jr., Esq. 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

10. Management. Certain enumerated powers shall be vested in one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company and thereafter as set forth in the Regulations of the Company. The name and address of the first Manager of the Company is Guy B. Bailey, Jr., 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623 .

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11. Dissolution. The power to dissolve the Company shall be reserved to the unanimous written agreement of the Members. Upon the occurrence of any other event (such as death, retirement, resignation, expulsion, dissolution, bankruptcy or withdrawal) which causes the termination of a Member, the remaining Members may, within 90 days of the date such event occurs, unanimously vote to continue the Company's business, in which case the Company shall not dissolve.

12. Voting. (a) Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote of a majority in ownership interest. For purposes of voting rights in connection with this Agreement, the Members' ownership interests shall be proportionate to the initial capital contributions of the Members as set forth in these Articles of Organization, adjusted from time to time if any Member shall make a non-prorata contribution to or withdrawal of Capital. The Manager shall have no voting rights, other than in regard to his proportionate ownership interest as a Member.

(b) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.

(c) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members.

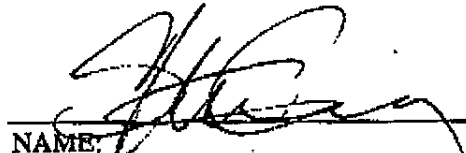
IN WITNESS THEREOF, the undersigned have made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for the uses and purposes aforesaid this 21 day of January, 1999.


Guy B. Bailey, Jr.

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Thursday, January 21, 1999

SWORN TO AND SUBSCRIBED BEFORE ME at Miami, Florida this 21st (date) day of January, 1999.



NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires.



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

Guy B. Bailey, Jr. hereby accepts appointment as the Resident Agent for Bailey Harper Baker Arencibia & Agudo, P.L. and does agree to accept service of process on behalf of the Company and to forward same to the Company Manager. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes §608.415.

Witness my hand and seal at Miami, Florida this 21 (date) day of January 1999.

By: 

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AFFIDAVIT REGARDING MEMBERS AND INITIAL CAPITAL

**STATE OF FLORIDA) ^{ss}
COUNTY OF MIAMI-DADE)**

Then personally appeared before me, an officer authorized to administer oaths and receive acknowledgments within the State of Florida, Guy B. Bailey, Jr., who, having produced adequate photographic identification and being first duly sworn by me, did depose and state:

1. His name is Guy B. Bailey, Jr., his business address is 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623 and he is over eighteen years of age.
2. He is the Manager of Bailey Harper Baker Arcncibia & Agudo, P.L., a Florida professional services limited liability company in formation.
3. The names, addresses and initial capital contributions of the Members of the Company are as follows:

<u>Name and Address of Members</u>	<u>Capital Contribution</u>	<u>Ownership Interest</u>
Guy B. Bailey, Jr. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$9,600.00	96%
Wm. Bruce Harper, Jr. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
Elizabeth S. Baker, P.A. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%


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Raul A. Arencibia 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
Marcelo M. Agudo, P.A. 300 Courvoisier Centre 501 Brickell Key Drive Miami, Florida 33131-2623	\$ 100.00	1%
TOTAL CAPITAL CONTRIBUTION:	\$10,000	100%

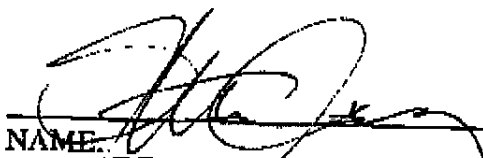
4. None of the Members have contributed property other than cash.
5. The total initial capital of the Company is \$10,000.
6. No further capital contributions to the capital of the Company are contemplated at this time.
7. He is familiar with the penalties for perjury under the laws of the State of Florida.

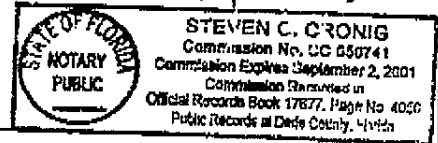
FURTHER AFFIANT SAYETH NOT.


Guy B. Bailey, Jr.

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SWORN TO AND SUBSCRIBED BEFORE ME at Miami, Florida this 21st day of January, 1999.


NAME: _____



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:

C:\Data\Limited Liability Companies\Bailey Harper Baker Arencibia & Agudo, P.L., Articles of Organization.wpd
 File #13490-0013 Monday, January 18, 1999
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