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PAUL N. CONTESSA, P.A.
ATTORNEY AT LAW

January 20, 1999

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32314

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Re: Mendive & Associates, L.C.

To whom it may concern:

In reference to the above corporation, please find an original and one copy of the Articles of Incorporation, which have been signed and notarized. I have also included a check for \$337.50 to cover the cost of filing fees associated with the above corporation.

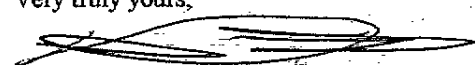
Please establish the above corporation and return the certified copy to me at:

Paul N. Contessa, P.A.
Coral Reef Plaza
15321 South Dixie Highway, Suite 207
Miami, Florida 33157-1814

If you have any questions, please call me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


PAUL N. CONTESSA
PNC:lc
Enclosures

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 AM 10:01

ARTICLES OF ORGANIZATION

OF

MENDIVE & ASSOCIATES, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 AM 10:01

ARTICLE I

NAME: The name of this company is: MENDIVE & ASSOCIATES, L.C.

ARTICLE II

ADDRESS: The mailing address for this Company and the Company's Principal office is 250 Catalonia Avenue, Suite 705, Coral Gables, Florida 33134

ARTICLE III

DURATION: This company shall have perpetual existence.

ARTICLE IV

REGISTERED OFFICE AND AGENT: The street address of the initial registered agent of this company is: 15321 South Dixie Highway Suite 207, Miami, Fl. 33157, and the initial registered agent of this corporation at that address is: PAUL CONTESSA, ESQ.

ARTICLE V

MANAGEMENT: The company is to be managed by the members. Each initial manager will serve until the first annual meeting of the members. The initial managing member is identified as follows: ARMANDO MENDIVE, whose address is 250 Catalonia Avenue Suite 705, Coral Gables, Florida 33134.

ARTICLE VI

ADMISSION OF NEW MEMBERS: New members may be admitted only on the written consent of a majority of the existing members and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

CONTINUATION OF THE BUSINESS: A majority of the remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. Following an event which terminates a member's continued membership in the business, the business may be

continued providing a majority of the remaining members provide written consent to the continuation of the business.

ARTICLE VIII

REGULATIONS: The power to adopt, alter, amend or repeal the regulations of the Company is vested in the members of the Company. For the purposes indicated above, consent of a majority of the membership shall be required for the modification of the Company regulations.

ARTICLE IX

MEETINGS BY CONFERENCE TELEPHONE: Members of the Company may participate in regular or special meetings by means of conference telephone as provided by law.

ARTICLE X

INDEMNIFICATION: The Company shall indemnify any officer or any former officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed the Articles of Organization on this 6 day of January, 1999.


ARMANDO ~~MENDIVE~~ MENDIVE

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process for the Company at the Initial Principal and Registered Office designated in these Articles of Organization, by signing these Article of Organization, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


PAUL N. CONTESSA, ESQUIRE
REGISTERED AGENT

AFFIDAVIT OF MEMBERSHIP

STATE OF FLORIDA :)
 :) SS:
COUNTY OF Dade :)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, ARMANDO MENDIVE, who is personally known to me or who has produced FL Drivers Lic. as identification and to be the person described in and who executed the foregoing Articles of Organization, and who, being by me first duly sworn on oath, deposes and states and does acknowledge before me, that:

1. The above named limited liability company has at least one member.

2. The total amount of cash contributed by the members is \$1,000.

3. The agreed value of property other than cash contributed by the members approximates \$ 0.00

4. The total amount of cash or property anticipated to be contributed by members is \$ 1,000.00. This amount includes the amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


ARMANDO MENDIVE

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of January 1998.

MY COMMISSION EXPIRES:

Deanna H. Miller
NOTARY PUBLIC, STATE OF FL AT LARGE

Deanna H. Miller
PRINT NAME OF NOTARY



DEANNA H. MILLER
My Comm Exp. 5/29/00
Bonded By Service Ins
No. CC558180
☒ Personally Known ☒ Other I.S.