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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

~~STM, L.L.C.~~

STM Holdings, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 1999

WILLIAM J. SANCHEZ
1621 N. KENDALL DRIVE, SUITE 211
MIAMI, FL 33176

SUBJECT: STM HOLDINGS, L.L.C.
REF: W99000002237

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

We you faxed your document back you didn't include the registered agent's designation page. You have 2 affidavits instead. On the affidavit please make sure it has the same exact name of the limited liability company. You have St. Thomas More Holdings, L.L.C. on it, when it should state STM Holdings, L.L.C.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000002302
Letter Number: 299A00003969

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ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: S.T.M. Holdings, L.L.C.

ARTICLE II - Address

The mailing address of the principal office and the street address of the principal office of the limited liability company are one and the same, and that is:

10621 N. Kendall Drive, Suite 211, Miami, Florida 33176

ARTICLE III - Duration

The limited liability company is to survive until it is dissolved by a Super Majority vote of all the members by Special Meeting. Members may vote in person or by telephone.

ARTICLE IV - Management

A list of the names and addresses of the individuals who will be organizing members and joint managers of the limited liability company follows:

<u>Name</u>	<u>Address</u>
William J. Sanchez, Esq.	9725 SW 140 Street, Miami, Florida 33176
Ernesto Prieto	10105 SW 78 Court, Miami, Florida 33156
Eduardo Prieto	10620 SW 96 Street, Miami, Fl 33176
Rosendo Collazo	11700 SW 92 Court Miami, Florida 33176
Jeff O'neil	5820 SW 11 Street, Miami, Florida 33144
Stephen Foster	17700 SW 76 Avenue, Miami, Florida 33157

ARTICLE VI - Members Rights to Continue Business

Upon the death, disability, disappearance, expulsion, bankruptcy, retirement, resignation of a member or dissolution of a member corporation, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the right of the remaining members of the limited liability company to continue business is reserved and retained absolutely.

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10621 N. Kendall Drive
Suite 211
Miami, Florida 33176

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ARTICLE VII - Expulsion of Members

Members of the limited liability company may be expelled by a Super Majority of the members at a Special Meeting. Members may vote in person or by telephone.

ARTICLE VIII - Decision Making

When a question arises which requires that a decision be made on behalf of the limited liability company, a General Meeting of the members must be held and vote taken to determine the action the limited liability company will take. Members may vote in person or by telephone. The provisions of this Article are superseded by the provisions for Special Meetings as provided for elsewhere in these Articles.

ARTICLE IX - Definitions

For purposes of these Articles of Incorporation, the following definitions apply unless otherwise specified:

General Meeting - a meeting of the members. A quorum for a General Meeting is a majority of the members.

Special Meeting - a meeting of the members for a specified purpose dictated by these Articles. A quorum for a special meeting is two-thirds (2/3) of the members.

Quorum - the minimum number of people required present in order to conduct business.

Majority - Fifty-one-percent (51%) of the members present, rounded up to the next person (i.e. 7 of 13).

Super Majority - Two-Thirds (2/3) of the members present, rounded up to the next person (i.e. 9 of 13)

Present - either in person or via telephone. A member shall be considered present in person if he/she is physically present and present via telephone if his/her identity can be confirmed on the telephone by at least two other members present in person.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: STM Holdings, L.L.C.
2. The name and address of the registered agent and office is:

William J. Sanchez, Esq.
10621 N. Kendall Drive, Suite 211
Miami, Florida 33176

*Having been named as registered agent and to accept such service of process for the
above stated limited liability company at the place designated in this certificate. 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.*


William J. Sanchez, Esq.

1/28/99
Date

Sworn and subscribed on this 28th day of January, 1999.


NOTARY PUBLIC, State of Florida

My commission expires:

Personally Known



Alexander G. Cubas
My Commission C0573250
Expires Jul. 29, 2000

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
S.T.M. Holdings, L.L.C. deposes and says.

- 1) the above named limited liability company has at least 6 members
- 2) the total amount of cash contributed by the member(s) \$6,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.000
A description of the property is attached and made a part hereto
- 4) the amount of cash or property anticipated to be contributed by the member is \$6,000
- 5) the total amount of 2, 3 and 4 is \$6,000



Signature of a member or authorized representative of a 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.)

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