



**THE UNITED STATES
CORPORATION
COMPANY**

L99000000554

ACCOUNT NO. : 072100000032

REFERENCE : 118572 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 1, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 118572-005

CUSTOMER NO: 8437A

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR, WOODBRIDGE, REUS &
BAUR, WOODBRIDGE, REUS &
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: HELVETIA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATION
99 FEB -1 PM 12:34

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ARTICLES OF ORGANIZATION
HELVETIA, L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the *Act*) does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is HELVETIA, L.C. (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) 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.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., Attn: Frederick Woodbridge, Jr., Esq. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the sole member is as follows: Rafael Theler: \$1,000.00. No additional contributions have been agreed upon.
7. **Additional Members.** The member shall have the right to admit additional members to the Company by majority vote of members at the time of admission.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's

Operating Agreement, consent to continue the business of the Company.

9. **Management of the Company.** The business of the Company shall be managed by its member in proportion to its contribution to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the member or any additional members. The name and address of the initial managing member are as follows:

Name

Address

Rafael Theler

100 N. Biscayne Blvd., 21st Fl.
Miami, FL 33132

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10. **Regulations and Operating Agreement.** At the time of executing these Articles of Organization, the member of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member of this Company (or, subsequently, members, as the case may be, if decided by majority vote). The members of the Company if more than one also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

11. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members, subject, however, to the terms of any members agreement governing such transfer of interest.

13. **Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

14. **Amendments.** These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.


By: _____

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SS:

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Type: German driver's license

 F Woodbridge Jr
My Commission CC718544
Expires February 22, 2002

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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Rafael Theler, residing in Miami Beach, Florida, who, having been first duly sworn, deposes and says:

1. Affiant is a member of Helvetia, L.C., a Florida limited liability company in formation (the "Company").

2. The Company has one (1) members.

3. The total amount of cash initially contributed to the Company by each member is as follows:

Rafael Theler \$1,000


No additional contributions have been agreed upon.

4. Property other than cash has not been contributed to the Company by the members .


5. No additional contributions have been agreed upon.

This affidavit is made and given by affiant as representative of Helvetia, L.C., the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANT SAYETH NAUGHT.

By: 
Rafael Theler

The foregoing instrument was acknowledged before me this 29th day of January, 1999, by RAFAEL THELER, as representative of Helvetia, L.C., a Florida Limited Liability Company, who presented a German driver's license as identification and did not take an oath.


NOTARY PUBLIC