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Florida Department of State

Division of Corporations

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

PSD PROPERTIES, LLC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

Dr. Flavell

March 22, 1999

ROBERT FLAVELL, ESQ.
4600 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FL 33131-2310

SUBJECT: PSD PROPERTIES, LLC
REF: W99000006245

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.

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Diane Cushing
Corporate Specialist

FAX Aud. #: H99000006166
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ARTICLES OF ORGANIZATION

PSD PROPERTIES, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is PSD PROPERTIES, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principle Office. The address of the principle office and mailing address of the limited liability company is 16375 NE 18th Avenue, Suite 307, North Miami Beach, Florida 33162.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

Enrique Soltanik
16375 NE 18th Avenue, Suite 307
North Miami Beach, Florida 33162

Luis Alberto Pilatti
16375 NE 18th Avenue, Suite 307
North Miami Beach, Florida 33162

Miguel Angel DePalma
16375 NE 18th Avenue, Suite 307
North Miami Beach, Florida 33162

Mauricio Alejandro Perlov
16375 NE 18th Avenue, Suite 307
North Miami Beach, Florida 33162

Prepared by:
Robert Flavell, Esq.
Florida Bar No. 909203
4600 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2310

(305) 377-2500

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8. Additional Members. The names and addresses of additional members(s) are as follows:
N/A

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue 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 limited liability company as further set forth in the Operating Agreement of the limited liability company

11. Affidavit of Membership and Contribution. The undersigned member or authorized representative of a member of PSD Properties certifies:

- a.) The above named limited liability company has at least one member;
- b.) The total amount of cash contributed by the member(s) is \$ 1,000.00;
- c.) If any, the agreed value of property other than cash contributed by the member(s) is \$ 0;
(A description of the property is attached)
- d.) The total amount of cash and property contributed and anticipated to be contributed by the member(s) is \$ 1,000.00.



Enrique Soltanik
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 and correct.)

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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 to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is PSD PROPERTIES, LLC.
2. Registered Office. The address of the registered office of the limited liability company is 4600 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131.
3. Registered Agent. Robert Flavell, is appointed, and by his signature below accepts appointment, to act as the Registered agent of PSD PROPERTIES, LLC.

Having been named as registered agent and to accept 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.


Robert Flavell

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