

L99000001755

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000007338 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 922-4003

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:29

RECEIVED  
99 MAR 29 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LIMITED LIABILITY COMPANY

atlantic bearing services, L.c.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$285.00

L99-1755

02328

Signature: [Signature]  
 Date: [Signature]  
 Update: [Signature]  
 Update: [Signature]  
 Verifier: [Signature]  
 Acknowledgement: [Signature]  
 W. P. Verifier: [Signature]

H99 000007338

ARTICLES OF ORGANIZATION

OF

**ATLANTIC BEARING SERVICES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I — NAME

The name of the limited liability company shall be Atlantic Bearing Services, L.C. ("Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the company shall be 8163 N.W. 74<sup>TH</sup> Avenue, Miami, Florida 33166.

ARTICLE III — DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2030 A.D., unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV — REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Alvaro Ortega, at 8163 N.W. 74<sup>TH</sup> Avenue, Miami, Florida 33166.

ARTICLE V — CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:  
J. L. QUINTANA, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
338 MINORCA AVENUE  
CORAL GABLES, FL. 33134  
TELEPHONE (305) 446-0300  
FLORIDA BAR #768987

H99 000007338

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:29

H99000007338

**PAGE TWO ARTICLES OF ORGANIZATION OF  
ATLANTIC BEARING SERVICES, L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:29

**ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only by the unanimous consent of all the members.

**ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII – TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX – MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company signing these Articles is Alvaro Ortega, at 8163 N.W. 74<sup>TH</sup> Avenue, Miami, Florida 33166.

**ARTICLE X - INDEMNIFICATION AND LIABILITY**

The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

H99000007338

H99000007338

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Miami, Florida, on this 26<sup>th</sup> day of March, 1999.

STATE OF FLORIDA )

COUNTY OF DADE )

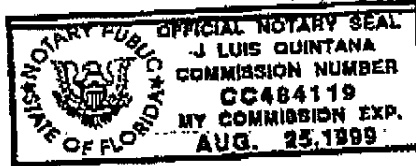
ss.

Alvaro Ortega

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alvaro Ortega known to me and known by me to be the person(s) who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of March, 1999.

NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:29

H99000007338

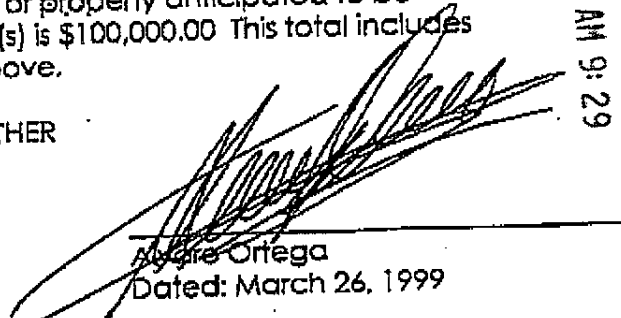
H99000007338

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Atlantic Bearing Services L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$100,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

  
Alvaro Ortega  
Dated: March 26, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 9:29

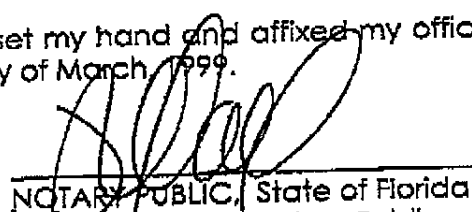
STATE OF FLORIDA

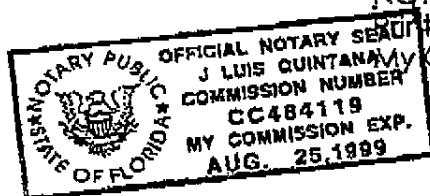
COUNTY OF DADE

ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alvaro Ortega known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Affidavit and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of March, 1999.

  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
Commission Expires:



H99000007338

H99000007338

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of Atlantic Bearing Services L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

*[Signature]*  
 Alvaro Ortega  
 Registered Agent

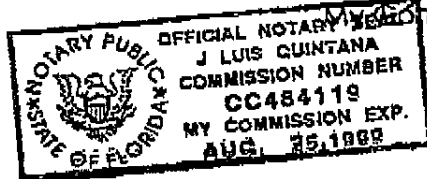
STATE OF FLORIDA  
 COUNTY OF DADE

ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alvaro Ortega known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of March, 1999.

*[Signature]*  
 NOTARY PUBLIC, State of Florida  
 Printed Name of Notary Public  
 My Commission Expires:



FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 MAR 29 AM 9:29

H99000007338