

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.

((H99000007605 1)))

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

LIMITED LIABILITY COMPANY

EL GALPON IMPORT & EXPORT, LLC

Name	3/31/99
Availability	dec
Document Examiner	
Update	DCC
Updater Verifier	DCC
Acknowledgment	DCC
of 2 Verifier	DCC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

L990000001804

RECEIVED
99 MAR 31 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 MAR 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/30/99 6:13 PM

OK

H99000007605

ARTICLES OF ORGANIZATION
OF
EL GALPON IMPORT & EXPORT, LLC
ARTICLE I- El Galpon Import & Export, LLC

The name of the Limited Liability Company is El Galpon Import & Export, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is

8810 SW 123 Court Apt. M 210
Miami, Florida 33186

ARTICLE III- Nature of Business

This Company is being formed for the following purposes:

- a. To engage in any activity or business permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

ARTICLE IV- Duration

The Company shall exist perpetually.

ARTICLE V- Management

The daily, usual course of business of the Company will be managed by its managing member (the "Managing Member"). The Managing Member shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managing Member shall also hold the office and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require the consent of a 2/3's majority of the members. The name and address of the Managing Member who is to serve is as follows:

Prepared by:
Cordero C.P.A.
8025 N.W. 36th St #302
Miami, FL 33166
(305) 599-4111

Luis E. Paez
8810 SW 123 Court Apt. M 210
Miami, Florida 33186

H99000007605

FILED
99 MAR 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000007605

Additional Members:

Guillermo Paez

ARTICLE VI- Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of a 2/3's majority of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VII- Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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; the remaining or surviving members may continue in the business of the Company provided that a majority of the remaining members agree to do so in writing.

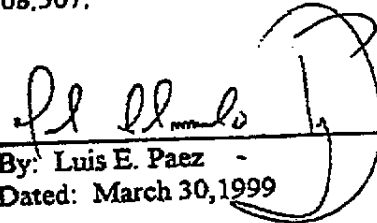
FILED
99 MAR 1 10 00
SECRET
TALLAHASSEE FLORIDA

ARTICLE VIII- Registered Agent and Office

The street address of the Company's initial registered office is 8810 SW 123 Court Apt. M 210 City of Miami, County of Miami-Dade, State of Florida, and the name of its initial registered agent at such office is Luis E. Paez

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of El Galpon Import & Export, LLC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 608.415 or 608.507.


By: Luis E. Paez
Dated: March 30, 1999

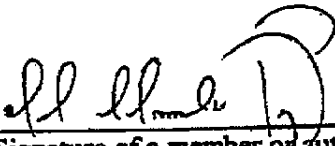
H99000007605

H99000007605

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of deposes and says:

1. The above named Company has at least two members;
2. The total amount of cash contributed by the members is \$1,000.00
3. If any, the agreed value of property other than cash contributed by members is \$0.00
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This amount includes amount from 2 and 3 above.


Signature of a member or authorized
representative of a member

FILED
99 MAR 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000007605