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**LIMITED LIABILITY COMPANY**

**GLOBAL CONSULTING GROUP, L.L.C.**

*International*

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Page Count	19
Estimated Charge	\$337.50

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 16, 1999

HECTOR SANTAELLA  
161 CRANDON BLVD., APT. 121  
KEY BISCAVNE, FL 33149

SUBJECT: GLOBAL CONSULTING GROUP, L.L.C.  
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Cathy A Mitchell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION  
OF  
GLOBAL CONSULTING GROUP INTERNATIONAL, L.L.C.**

**ARTICLE I  
NAME**

The name of the limited liability company shall be Global Consulting Group International, L.L.C. (the "Company"), and its principal place of business shall be in the City of Miami, County of Miami-Dade, State of Florida. The Company shall have the authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business to have and exercise all of the powers conferred by the laws of the State of Florida and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property

Prepared By: HECTOR SANTAELLA  
161 Crandon Blvd. Apt 121  
Key Biscayne, Florida 33149  
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and commercial interact thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the Company which membership interest will be determined pursuant to the regulations adopted by the members.

(b) Losses. All losses that occur in the operation of the company's business shall be paid out of the capital of the Company and the profits of the business.

### ARTICLE IV LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more managers. The name and address of the managers who are to serve until the first annual meeting of members or until successors are elected and qualify is as follows:

Hector Santaella  
161 Crandon Blvd., Apt. 121  
Key Biscayne, Florida 33149

Carlos M. de Miguel  
2351 Douglas Road, Apt. 902  
Coral Gables, Florida 33134

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**ARTICLE V  
DURATION**

The Company shall exist for a period of twenty five (25) years, unless sooner dissolved or extended further in manner provided by law, or as provided in the regulations adopted by the members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability Company the remaining members shall have the right to continue the business only if unanimously agreed by such remaining members.

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Company shall be located at 799 Brickell Bay Plaza, Suite 100, Miami, Florida, 33131

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The name and address of the initial registered Agent/Office of the Company is:

Hector Santaella  
161 Crandon Blvd., Apt. 121  
Key Biscayne, Florida 33149

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**ARTICLE VIII  
NAME AND ADDRESS OF MEMBERS**

The names, addresses, and Membership Interests of the Initial Members, following the admission of Initial Members by the Organizing Members, are as reflected in Exhibit A attached hereto and made a part hereof, which Exhibit shall be as amended by the Company as of the effective date of any redemption or issuance of any Membership Interest.


**ARTICLE IX  
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by the consent of all of the existing members. Contributions required of new members shall be determined as of the time of their admission to the Company.

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The undersigned, being original members of the Company, hereby certifies that the forgoing constitutes the proposed Articles of organization of Global Consulting Group International, L.L.C.

Executed on April 1, 1999.

  
Hector Santaella  
Carlos M. de Miguel III

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**EXHIBIT A**  
**TABLE OF MEMBERSHIP INTERESTS**

This Exhibit A is a part of that certain Operating Agreement of Global Consulting Group, L.L.C. made the 1st day of April, 1999 and is incorporated therein by reference as if fully set forth therein.

The names, addresses, social security numbers, capital contributions, and percentage of Membership Interest of each Member is as follows:

NAME	SOCIAL SECURITY	CAPITAL CONTRIBUTION	% OF INTEREST
Hector Santaella	590-35-1265	\$ 1,000.00	50%
Carlos M. de Miguel	592-28-7182	\$1,000.00	50%

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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 REGISTERD OFFICE/REGISTERED AGENT, IN  
THE STATE OF FLORIDA.**

1. The name of the limited liability company is: Global Consulting Group International, L.L.C.
2. The name and address of the registered agent and office is:

**Hector Santaella  
161 Crandon Blvd., Apt. 121  
Key Biscayne, Florida 33149**

*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 statues 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.*

  
**Hector Santaella**

**April 13, 1999**

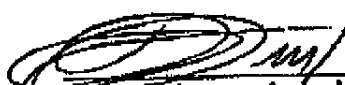
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersign member or authorized representative of a member of Global Consulting Group International, L.L.C. deposes and says:

1. the above limited liability company has at least two members;
2. the total amount of cash contributed by the member(s) is \$ 2,000.00;
3. if any, the agreed value of property other than cash contributed by member(s) is \$ zero (0). A description of the property is attached and made part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000.00. This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative of a member.  
(In accordance with actions 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under perjury that the facts stated herein are true.)

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REGULATIONS  
OF  
GLOBAL CONSULTING GROUP INTERNATIONAL, L.L.C.

**ARTICLE I**  
**REGISTERED OFFICES**

The registered office of the company in the State of Florida, shall be located in the City of Miami and County of Miami-Dade. The company may have such other offices within the State of Florida, from time to time, as the Members may determine or as the business of the company may require. The address of the registered office may be changed from time to time by the Members.

**ARTICLE II**  
**MEETINGS OF MEMBERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the Members of this Company shall be held on the first day of December, beginning at 6 o'clock P.M. in Miami, Florida, or at such other date, and place as may be designated by the Members. The meeting shall be for the purpose of electing a manager or managers for the company, in the event that the Members have authorized management of the company by a Manager rather than by the Members, and for the transaction of such other business as may properly come before the meeting. If the day fixed for the annual meeting is a Saturday, Sunday or legal holiday, the meeting shall be held on the next succeeding business day. If the election of a manager or managers is not held on the day designated herein for an annual meeting or at any adjournment thereof, the Members shall cause the election to be held at a meeting of the Members as soon thereafter as conveniently may be.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Members may be called by the Manager of the Company, or at the written request of the holders of not less than one-fifth of all the contributed capital of the company, for a date not less than ten (10) nor more than sixty (60) days from the date the request is made.

**SECTION 3. PLACE OF MEETINGS.** The Members may designate any place in the State of Florida as the place of meeting for any annual meeting or for any special meeting called by the Members. A waiver of notice signed by all Members may designate any place, either within or without the State of Florida, as the place for the holding of such meeting. If no designation is made, or if a special meeting were otherwise called, the place of meeting shall be the registered office of the company in the State of Florida, except as otherwise provided in Section 5 of this article.

**SECTION 4. NOTICE OF MEETINGS.** Written or printed notice stating the place, day, and hour of the meeting, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by certified mail, return

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