

L9900002485

https://ccfssl.dos.state.fl.us/scripts/efilecovr.exe

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.

CM

(((H99000010346 7)))

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

RECEIVED
99 APR 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 APR 30 AM 11:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

A.S.M.R., L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$285.00

H99000010346

ARTICLES OF ORGANIZATION
OF
A.S.M.R., L.L.C.

The undersigned hereby agree(s) to organize a limited liability corporation under the laws of the State of Florida, Chapter 608, with the following Articles of Organization.

ARTICLE I
NAME

The limited liability corporate name shall be:

A.S.M.R., L.L.C.

ARTICLE II
EXISTENCE

The corporation shall exist in perpetuity from the date of incorporation unless terminated earlier per Florida Statute 608.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV
PRINCIPAL OFFICE

The post office address and the street address of the principal office of the limited liability corporation is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, or at any other location that the Members choose to designate.

This document was prepared by:
Douglas D. Stratton, Esquire
Florida Bar No. 240966
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

H99000010346

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:32

H99000010346

ARTICLE V
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is: Douglas D. Stratton, Esquire, 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, and the street address of the registered office is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VI
INITIAL BOARD OF MANAGERS

The business of the corporation shall be managed by an initial Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name and address of the first Board of Managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

Adelmo Soglia

251 Crandon Boulevard, Suite 120
Key Biscayne, Florida 33149-1530

ARTICLE VII
POWERS OF MANAGER(S)

The Manager(s) shall exercise all powers conferred by law.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

-2 H99000010346

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 30 AM 11:32

H99000010346

**ARTICLE IX
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE X
MEMBERS**

There are at least two Members of this corporation. The names and addresses of the initial Members of the corporation are as follows:

NAMES

ADDRESSES

Adelmo Soglia

251 Crandon Boulevard, Suite 1202
Key Biscayne, Florida 33149-1530

Massimo Rizzo

927-B-929-931 Wasington Avenue
Miami Beach, Florida 33139

**ARTICLE XI
PROPERTY CONTRIBUTED**

The agreed value of any property other than cash contributed is \$20,000.00. The total amount of cash or property anticipated to be contributed by the Members is \$25,000.00. The Members have contributed cash in the sum of \$25,000.00.

**ARTICLE XII
ADDITIONAL CONTRIBUTIONS TO CAPITAL**

Should all Members agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 11:32 AM

3 H99000010346

H99000010346

**ARTICLE XIII
ADDITIONAL MEMBERS**

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

**ARTICLE XIV
CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate continued membership of members in this limited liability company, the other members have the right to continue the business of the company as reconstituted without the departing members, pursuant to the terms and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original members of the corporation, have executed these Articles of Organization this 37 day of April, 1999.

Adelmo Soglia
ADELMO SOGLIA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared ADELMO SOGLIA, who produced known to me

for identification and who has taken an oath and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

H99000010346

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:53:22

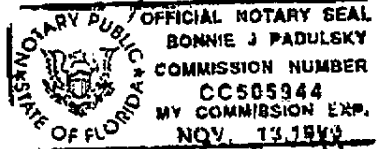
H99000010346

WITNESS my hand and official seal in the County and State
aforementioned this 27 day of APRIL, 1999.

Bonnie J Padulsky
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

ACKNOWLEDGMENT



Having been named to accept service or process for the above
stated limited liability corporation, at the place designated in
these Articles of Organization, I hereby accept to act in this
capacity, and agree to comply with the provisions in Chapter 608,
Florida Statutes, relative to keeping open said office.

[Signature]
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:32

H99000010346

H99000010346

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of A.S.M.R.,

L.L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$25,000.00.
3. If any, the agreed value of a property other than the cash contributed by members is \$20,000.00. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$25,000.00.
5. The total amounts of 2, 3, and 4 is \$45,000.00.


ADELMO SOGLIA

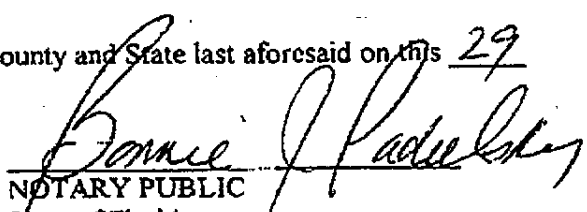
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

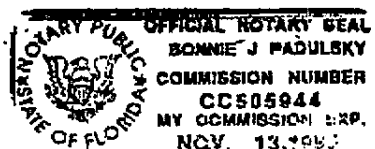
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:32

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared ADELMO SOGLIA who produced known to me for identification or who are personally known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 29 day of April, 1999.

My Commission Expires:


NOTARY PUBLIC
State of Florida
Print Name: BONNIE J. PADULSKY



H990000C10346

TOTAL P.08

EXHIBIT "A" H990000010346

1. Services and labor expended by Massimo Rizzo.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 11:32

H990000010346