

Division of Corporations

L99000003579

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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

## From:

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Account Number : 076077002561  
Phone : (305) 376-6023  
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## LIMITED LIABILITY COMPANY

## IMS COMPANIES LLC

Name Availability	<b>MJH</b>
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Certificate of Status	0
Certified Copy	1
Page Count	05
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DIVISION OF CORPORATIONS

FAX AUDIT NO.: H99000014670

ARTICLES OF ORGANIZATION  
OF  
IMS COMPANIES LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I  
Name

The name of the limited liability company is IMS COMPANIES LLC (the "Company").

Article II  
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 4854 S.W. 72<sup>nd</sup> Avenue, Miami, Florida 33155.

THIS DOCUMENT PREPARED BY:

Maria Elena Prio, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6014

Florida Bar No.: 335347

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Article IV  
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V  
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is One Thousand Dollars (\$1,000.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII  
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII  
Management

- (a) Number. This company shall initially be managed by three (3) Managers.

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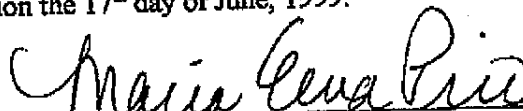
(b) Initial Managers. The name and street address of the initial managers of the company are:

<u>Name</u>	<u>Street Address</u>
Hector Botero	4854 S.W. 72 <sup>nd</sup> Avenue Miami, Florida 33155
Stanley J. Bodner	300 - 71 <sup>st</sup> Street, Suite 612 Miami Beach, Florida 33141
Mario Lubetkin	c/o IPS Calle Juan Carlos Gomez #1445 Montevideo, Uruguay 11000

Article XI  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization the 17<sup>th</sup> day of June, 1999.

  
MARIA ELENA PRÍO, Authorized Representative

STATE OF FLORIDA           )  
                                      ) SS.:  
COUNTY OF MIAMI-DADE   )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of June, 1999, by MARIA ELENA PRÍO, who is personally known to me and who did not take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:



FAX AUDIT NO.: H99000014670

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheer, Vice President

Dated: June 17, 1999

FAX AUDIT NO.: H99000014670

AFFIDAVIT

STATE OF FLORIDA                     )  
  : SS  
COUNTY OF MIAMI-DADE            )

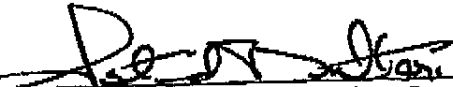
BEFORE ME, a Notary Public, personally appeared MARIA ELENA PRIO ("Affiant"), on behalf of the Members of **IMS COMPANIES LLC**, a limited liability company ("IMS COMPANIES"), who, deposes and states that:

1. **IMS COMPANIES** has at least one member.
2. The total initial capital contribution of the Members and anticipated capital of **IMS COMPANIES** is One Thousand Dollars (\$1,000.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the member(s).

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
MARIA ELENA PRIO, Authorized Representative

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of June, 1999, by **MARIA ELENA PRIO**, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:



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## LIMITED LIABILITY COMPANY

## IMS COMPANIES LLC

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Article III  
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THIS DOCUMENT PREPARED BY:

Maria Elena Prio, Esq.  
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Article IV  
Initial Registered Office and Agent

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Article V  
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is One Thousand Dollars (\$1,000.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII  
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

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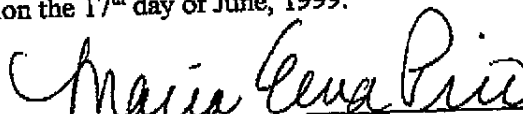
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Amendment


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IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization the 17<sup>th</sup> day of June, 1999.

  
MARIA ELENA PRÍO, Authorized Representative

STATE OF FLORIDA            )  
                                      ) SS.:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of June, 1999, by MARIA ELENA PRÍO, who is personally known to me and who did not take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:



ASTRID BUTTARI  
COMMISSION # CC 660883  
EXPIRES JUL 1, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FAX AUDIT NO.: H99000014670

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheer, Vice President

Dated: June 17, 1999

FAX AUDIT NO.: H99000014670


AFFIDAVIT

STATE OF FLORIDA                     )  
  : SS  
COUNTY OF MIAMI-DADE            )

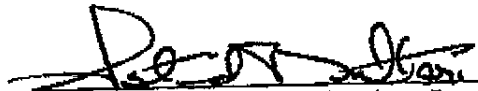
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FURTHER AFFIANT SAYETH NAUGHT.

  
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## IMS COMPANIES LLC

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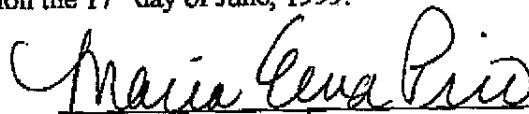
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STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF MIAMI-DADE        )

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Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheer, Vice President

Dated: June 17, 1999

FAX AUDIT NO.: H99000014670


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STATE OF FLORIDA                     )  
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