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Florida Department of State  
Division of Corporations  
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7/21

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## LIMITED LIABILITY COMPANY

maritima america, Lc.

W99-16701

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

W99-16701

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CORPORATIONS

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ARTICLES OF ORGANIZATION FOR  
MARITIMA AMERICA, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is:

MARITIMA AMERICA, L.C.

ARTICLE II - ADDRESS:

The mailing address and street of the principal office of the Limited Liability Company is:

8401 NW 53rd Terrace  
Miami, Florida 33166

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager, or managers until the first annual meeting of the members or until their names are elected and qualify and the name(s) and Address(es) of such manager(s) who is/are:

Irene Manzanilla

8401 NW 53rd Terrace  
Miami, Florida 33166

This Instrument Prepared By: Alvaro Castillo B., Esq.  
1398 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar No. 611761

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**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be by (i) unanimous resolution and consent of the remaining members under the same terms and conditions as set forth from time to time by the remaining members and by (ii) filing a supplemental affidavit of capital contributions with Department of State, State of Florida setting forth the actual contributions of all members.

**ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two members or in the event the remaining members do not reach a unanimous resolution concerning the termination of a membership of a member within 15 days from said termination, the limited liability company shall be dissolved.

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The UNDERSIGNED manager ~~and in fact~~, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By: *Irene Manzanilla*  
IRENE MANZANILLA

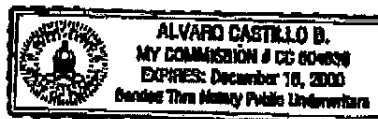
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, IRENE MANZANILLA personally appeared to me known to be the person described as the manager ~~and in fact~~ in the foregoing Articles of Organization, and he acknowledged before me that he executed said Articles of Organization and did not take an oath.

WITNESS my hand and seal in said State and County, this 20 day of July, 1999.

*Alvaro Castillo B.*  
NOTARY PUBLIC

COMMISSION EXPIRES:



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**CERTIFICATE OF DESIGNATION OF  
REGISTER AGENT/REGISTER 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 REGISTERED OFFICE/REGISTER AGENT, THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**MARITIMA AMERICA, L.C.**

2. The name and address of the registered agent and office is:

**ALVARO CASTILLO B., P.A.  
1390 Brickell Avenue  
Suite 200  
Miami, Florida 33131**

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 AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTER AGENT.

  
SIGNATURE

7-20-99  
DATE

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA        )  
                              ) SS:  
COUNTY OF DADE        )

The undersigned member or authorized representative of the member(s) of MARITIMA AMERICA, 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: \$10,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000. This total includes amounts from 2 and 3 above.

*Irene Manzanilla*  
Irene Manzanilla, authorized representative and manager.

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, IRENE MANZANILLA personally appeared to me known to be the person described as the manager and authorized representative in the foregoing Affidavit and she acknowledged before me that he executed said Affidavit and she did not take an oath.

WITNESS my hand and seal in said State and County, this 20 day of July 1999

*Alvaro Castillo B.*  
NOTARY PUBLIC

COMMISSION EXPIRES:



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

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