



THE UNITED STATES  
CORPORATION  
COMPANY

L99000004592

ACCOUNT NO. : 072100000032

REFERENCE : 315783 7139083

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 337.50

ORDER DATE : July 22, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 315783-005

CUSTOMER NO: 7139083

CUSTOMER: Mr. Eddie Gonzalez  
LARREA & ORTEGA  
LARREA & ORTEGA  
Suite 111  
2300 Coral Way  
Miami, FL 33145

100002938571--2

DOMESTIC FILING

NAME: CARDEL HOSPITALITY GROUP, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED

99 JUL 22 AM 11:18

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 22 AM 9:41

FILED

7-28-99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

**RESUBMIT**  
Please give original  
submission date as file date.

July 22, 1999

CSC

SUBJECT: CARDEL HOSPITALITY GROUP, L.C.  
Ref. Number: W99000016946

We have received your document for CARDEL HOSPITALITY GROUP, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 499A00037622

7/27/99

document connect. Please use  
submit date as file date.

Thank you,  
Cindy Harris

99 JUL 22 AM 9:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 28 AM 8:59  
RECEIVED  
DEPARTMENT OF STATE  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION OF CARDEL HOSPITALITY GROUP, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is **CARDEL HOSPITALITY GROUP, L.C.**
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2099.
3. Mailing Address and Street Address. The Company's mailing and street address is: **3255 NW 87TH AVENUE, MIAMI, FLORIDA 33172.**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES, INC.** The street address of the initial registered agent of the Company is **2300 Coral Way, Suite 103, Miami, Florida 33145.**
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members, through a managing member. The following will be the initial managing member:

Name and Address:

Carlos J. Rodriguez, Inc.

3255 NW 87TH AVENUE  
MIAMI, Florida 33172

FILED  
JUL 22 AM 9:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 3 day of June, 1999.

  
\_\_\_\_\_  
Carlos J. Rodriguez, President of  
Carlos J. Rodriguez, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 22 AM 9:42

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

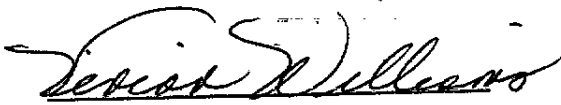
**CARDEL HOSPITALITY GROUP, L.C.**

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

**Dade Corporate Services  
2300 Coral Way, Suite 103  
Miami, Florida 33145**

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 statutes 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.

**DADE CORPORATE SERVICES**  
Registered Agent

  
Vivian Williams  
President

7/20/99  
(Date)

99 JUL 22 AM 9:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY**

The undersigned Managing Member, as an authorized representative and member of **CARDEL HOSPITALITY GROUP, 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 members is **\$ 5,000.00**;
- 3) if any, the agreed value of property other than cash contributed by members is:  
-0-
- 3) the total amount of cash or property anticipated to be contributed by members is  
**\$ 5,000.00**

  
**Carlos J. Rodriguez, President of  
Carlos J. Rodriguez, Inc., Managing  
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).

99 JUL 22 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED