

L99000005448

WAM VENTURES, LLC
MIAMI, FLORIDA

August 26, 1999

100002972461--3
-08/27/99--01074--001
****337.50 ****337.50

Registration Section
Division of Corporations
409 E. Gaines St. Tallahassee, FL 32399

RE: Organization of WAM Ventures, LLC

Enclosed are the Articles and Organization and Affidavit for WAM Ventures, LLC. Also enclosed are the Designation of Registered Agent and a check for \$337.50 representing the \$250 filing fee, the \$35 fee for the designation of Registered Agent and \$52.50 for a certified copy of the foregoing.

Your return letter of acknowledgement should be sent to:

Arnaldo Perez
10220 SW 58th Court
Miami, FL 33156
(305) 406-8608

Very truly yours,



Arnaldo Perez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE OF ORGANIZATION
OF
WAM VENTURES, LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned being a resident of the State of Florida and acting as the organizer and the sole initial member of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is WAM VENTURES, LLC.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 10220 SW 58th Court, Miami, Florida 33156.

FOURTH: The name and address of the Registered Agent for service of process is Arnaldo Perez, who has signed below to acknowledge that he is familiar with and accepts the obligations of the position.


(Signature of Registered Agent)

FIFTH: One or more additional members may be admitted to the Company with the prior written consent of the current members.

SIXTH: If a member of the Company dies, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company may by unanimous written consent continue the business of the Company.

SEVENTH: The Company is to be managed by the members. The names and addresses of the members are:

| | |
|--------------------|--|
| Arnaldo Perez | 10220 SW 58 th Court, Miami, FL 33156 |
| Marcelino Iturrey | 9250 SW 70 th Avenue, Miami, FL |
| Wilfredo Rodriguez | 10101 SW 108 Street, Miami, FL |

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IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 26th day of August 1999.



Arnaldo Perez

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AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS

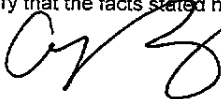
The undersigned member of WAM Ventures, LLC certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members to date is \$100;
3. the amount of cash and property anticipated to be contributed by the partners is \$150,000.



Signature of member

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



Arnaldo Perez

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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 FOLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WAM Ventures, LLC.
2. The name and the Florida street address of the registered agent are:

Arnaldo Perez
NAME

10220 SW 58th Court
Florida street address

Miami, FL 33156
City, State and Zip

*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.*



Arnaldo Perez

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