

## Florida Department of State

### Division of Corporations

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**From:**

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## LIMITED LIABILITY COMPANY

Gables Ventures, L.L.C.

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**ARTICLES OF ORGANIZATION**

**OF**

**GABLES VENTURES, L.L.C.**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

**ARTICLE I - NAME**

The name of the Company is GABLES VENTURES, L.L.C..

**ARTICLE II - MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida of the Company is 2655 LeJeune Road, Suite 1110, Coral Gables, Florida 33134.

**ARTICLE III - PERIOD OF DURATION**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

**ARTICLE IV - MANAGEMENT**

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to

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serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is: Armando Acevedo, 2655 LeJeune Road, Suite 1110, Coral Gables, Florida 33134.

#### ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608-4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

#### ARTICLE VI - PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue such laws.

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**ARTICLE VII - REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is: Martha Pozo-Diaz, Esq. 8000 West Flagler Street, Suite 203, Miami, Florida 33144.

**ARTICLE VIII - CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

**ARTICLE IX - RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignees shall be subject to the regulations, if any, and/or such other documents or agreements governing, the operation of the Company as may be entered into from

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time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

#### ARTICLE X - RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating if any, then in existence.

#### ARTICLE XI - AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

#### ARTICLE XII - REGULATIONS

Pursuant to Section 608,423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the member duly called at which a quorum exists, or by written consent of the members of the Company.

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**ARTICLE XIII - AUTHORIZED REPRESENTATIVE**

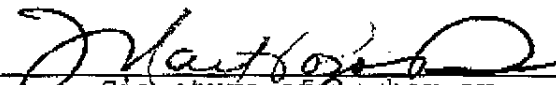
The name and address of the authorized Representative signing these Articles is: Martha Pozo-Diaz, Esq. 8000 West Flagler Street, Suite 203, Miami, Florida 33144.

**ARTICLE XIV - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

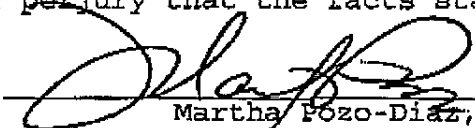
The undersigned member or authorized representative of GABLES VENTURES, L.L.C. certifies:

1. The above-named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the members is One thousand dollars (\$1000.00).
3. The agreed value of the property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is One Thousand dollars (\$1000.00).

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 1st day of September, 1999.

  
\_\_\_\_\_  
Signature of member or  
an 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 therein are true

  
\_\_\_\_\_  
Martha Pozo-Diaz, Esq.

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

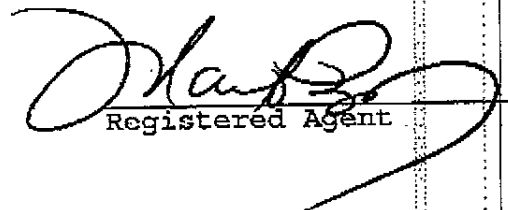
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is GABLES VENTURES, L.L.C.
2. The name and address of the registered agent and office is:  
Martha Pozo-Diaz, Esq. 8000 West Flagler Street, Suite 203,  
Miami, FL 33144.

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.

Dated this 1st day of September, 1999

MARTHA POZO-DIAZ, ESQ.

  
Registered Agent

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