

Wednesday, September 15, 1999

Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

TERS U.S.A. LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

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**ARTICLES OF ORGANIZATION**

**OF**

**GERS U.S.A. LLC**

**ARTICLE I**

**NAME**

The name of this limited liability company is GERS U.S.A. LLC referred to in these Articles of Organization as the "Company".

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Company shall be:

4141 NE Second Avenue,  
Suite 101E  
Miami, FL 33137

**ARTICLE III**

**DURATION**

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2039. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

Prepared by:  
Gerstein & Gerstein Attorneys at Law  
1300 N Federal Hwy, Suite 203  
Boca Raton, FL 33432  
FL BAR# 0061141

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JUDICIAL CIRCUIT IN AND FOR  
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**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office shall be 1300 N Federal Highway, Suite 203, Boca Raton, FL 33432. The initial registered agent for the Company at that address shall be William Gerstein.

**ARTICLE V**

**MANAGEMENT BY MANAGERS**

The Company will be managed by a manager and the name and address of such Manager is:

Juan Manuel Gers  
4141 NE Second Avenue,  
Suite 101E  
Miami, FL 331337

**ARTICLE VI**

**ADMISSION OF NEW MEMBERS**

The Company may admit new members only upon the consent of the remaining members.

**ARTICLE VII**

**MEMBERS RIGHT TO CONTINUE BUSINESS**

The members of the Company shall have the right to continue the business on the 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 provided that in no event shall the business continue after December 31, 2039 (unless such date is postponed by articles of amendment) and provided that the Company shall always have at least two members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on September 1, 1999.

  
\_\_\_\_\_  
Juan Manuel Gers

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for GERS U.S.A. LLC at the place designated in the Articles of Organization, 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: 9/01, 1999.



William Gerstein

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of GERS, U.S.A. LLC, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of 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 \$1,000.00 This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Juan Manuel Gers, 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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