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LOUIS STINSON, JR., P.A.

ATTORNEY AT LAW

SUITE 305 • RIVIERA PROFESSIONAL BUILDING

4675 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571

FACSIMILE (305) 667-0206

September 9, 1999

Federal Express

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002985605--6

-09/13/99-01132--004

\*\*\*285.00 \*\*\*285.00

Re: Consolidated Stevedoring & Terminals,  
L.L.C.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization for Consolidated Stevedoring & Terminals, L.L.C. for filing, together with our firm check in the amount of \$285.00 representing the required filing fee. ✓

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail. ✓

If you have any questions, please do not hesitate to contact me.

Sincerely,

Louis Stinson, Jr.

Name	LSJ
Availability	OK
Document Examiner	LSJ
Updater	
LSJ/Updater	
Verifier	
Enclosures	
Acknowledgement	
P.S. [Signature]	is original consent to use of the referred corporate name.

FL 11A  
9/21 med  
FILING 250  
COPY 35  
R. AGENT 35  
TOTAL 285  
BALANCE DUE \$  
REFUND \$



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 16, 1999

LOUIS STINSON, JR.  
4675 PONCE DE LEON BLVD.  
SUITE 305, RIVIERA PROFESSIONAL BLDG.  
CORAL GABLES, FL 33146

SUBJECT: CONSOLIDATED STEVEDORING & TERMINALS, L.L.C.  
Ref. Number: W99000021307

We have received your document for CONSOLIDATED STEVEDORING & TERMINALS, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 299A00045565

LOUIS STINSON, JR., PA.  
4675 Ponce de Leon Blvd., Suite 305  
Coral Gables, Florida 33146  
Telephone: (305) 667-7571  
Telecopier: (305) 667-0206

TO: BRENDA - FLORIDA DEPARTMENT OF STATE

TELECOPIER NUMBER: 850-410-1015

FROM: LOUIS STINSON, JR.

OPERATOR: Kathy J.

NUMBER OF PAGES: 4

DATE: September 21, 1999

MESSAGE:

PLEASE NOTIFY OPERATOR IMMEDIATELY IF NOT PROPERLY RECEIVED

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE. THANK YOU.

NOTE: THERMAL PAPER FACSIMILES MAY FADE FROM EXPOSURE TO DIRECT LIGHT AND HIGHER DEGREES OF TEMPERATURE AND HUMIDITY. PLEASE MAKE A PHOTOCOPY.

L. STINSON, JR., P.A.

PHONE NO. : 305 6670206

Sep. 21 1999 12:00PM P2

LOUIS STINSON, JR., P.A.  
ATTORNEY AT LAW  
SUITE 303 • RIVIERA PROFESSIONAL BUILDING  
4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571  
FACSIMILE (305) 667-0206

September 21, 1999

Via Fax: 850-410-1015

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attention: Brenda

Re: Consolidated Stevedoring & Terminals, LLC

Gentlemen:

Enclosed find the replacement pages for the Articles of Organization on the above referenced Company. If this meets with your approval please place in line for filing with your office.

Thank you for all your help and assistance in this matter, and if there are any other questions or concerns please do not hesitate to contact me.

Sincerely,



Louis Stinson, Jr.

LSJr:kdj  
Enclosure:

LOUIS STINSON, JR., PA.  
4675 Ponce de Leon Blvd., Suite 305  
Coral Gables, Florida 33146  
Telephone: (305) 667-7571  
Telecopier: (305) 667-0206

TO: BRENDA - FLORIDA DEPARTMENT OF STATE

TELECOPIER NUMBER: 850-410-1015

FROM: LOUIS STINSON, JR.

OPERATOR: Kathy J.

NUMBER OF PAGES: 2

DATE: September 22, 1999

MESSAGE: Pursuant to our conversation of today, please exchange Page 4 with this new  
Page 4. (Change to Paragraph 9.2)

PLEASE NOTIFY OPERATOR IMMEDIATELY IF NOT PROPERLY RECEIVED

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NOTE: THERMAL PAPER FACSIMILES MAY FADE FROM EXPOSURE TO DIRECT LIGHT  
AND HIGHER DEGREES OF TEMPERATURE AND HUMIDITY. PLEASE MAKE A PHOTOCOPY.

**ARTICLES OF ORGANIZATION  
OF  
CONSOLIDATED STEVEDORING & TERMINALS, L.L.C.**

**PREAMBLE**

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

**ARTICLE I  
NAME**

The name of this Limited Liability Company is "Consolidated Stevedoring & Terminals, L.L.C."

**ARTICLE II  
DURATION - DISSOLUTION**

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2029; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon the unanimous written consent of the remaining Members; or (4) as the Members may agree.

**ARTICLE III  
PURPOSE**

The foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

**ARTICLE IV  
BUSINESS, MAILING AND AGENT ADDRESS**

4.1 Place of Business. The initial business address of the Company is 899 South America Way, Miami, Florida 33132 or such other places as the Members may designate from time to time.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4.2 Mailing Address. The initial mailing address of the Company is 899 South America Way, Miami, Florida 33132.

4.3 Registered Agent. The initial Registered Agent of the Company is , Stephen C. Harrington, 899 South America Way, Miami, Florida 33132.

## **ARTICLE V**

### **MEMBERSHIP**

5.1 Membership and Initial Members. The undersigned authorized agents of the initial members certify that the membership shall be a minimum of two (2) and a maximum of thirty-five (35) members. New Members may be admitted only upon the unanimous written consent of the initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members. The initial Members shall be and Stephen C. Harrington both at 899 South America Way, Miami, Florida 33132.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members unless agreed to the contrary in writing by all the Members. In the absence of such unanimous written approval, the transferee of the Interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, notwithstanding the foregoing, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member, officer, manager or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by applicable law.

## **ARTICLE VI**

### **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Consolidated Stevedoring & Terminals, L.L.C. certifies:

- (1) the above named limited liability company has at least one member,
- (2) the total amount of cash contributed by the member(s) is \$10,000.00
- (3) If any, the agreed value of property other than cash contributed by member(s) is \$ -0-  
(A description of the property is attached and made a part hereto.); and
- (4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$10,000.00

#### **ARTICLE VII** **DISTRIBUTIONS**

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, as may be agreed to the contrary by the Members in writing.

#### **ARTICLE VIII** **ASSETS**

8.1 **Title.** Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 **Conveyance.** Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization, the Regulations of the Company and/or other written agreements among the Members.

#### **ARTICLE IX** **MANAGEMENT**

9.1 **Powers.** The management of the Company shall be vested in the Members in proportion to their participation or their duly appointed manager. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization, the Regulations of the Company and/or other written agreements among the Members.



9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Manager of the Company shall be Stephen C. Harrington, 899 South America Way, Miami, Florida 33132.

9.3 Vote. Decisions on all matters shall be by unanimous vote of the Members' Participation unless specified to the contrary herein, in the Regulations of the Company and/or other written agreements among the Members. The vote of each Member shall be as set forth herein, in the Regulations of the Company, and/or other written agreements among the Members.

## **ARTICLE X** **REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization, the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

## **ARTICLE XI** **AMENDMENT**

These Articles of Organization, may be amended at any time by the unanimous vote of the Members' Participation. These Articles of Organization shall be amended when:

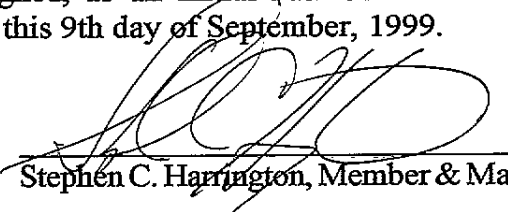
- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

**ARTICLE XII**  
**NOTICE**

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as an initial Member and Manager hereby executes these Articles of Organization this 9th day of September, 1999.

  
\_\_\_\_\_  
Stephen C. Harrington, Member & Manager

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 10 day of September, 1999, by Stephen C. Harrington, who is personally known to me.

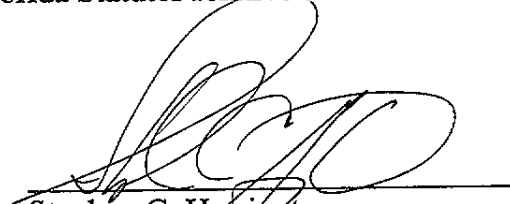
NOTARY PUBLIC - STATE OF FLORIDA  
LUCIA CALERO  
COMMISSION # CC768787  
EXPIRES 12/12/2002  
BONDED THRU ASA 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public State of Florida  
My Commission Expires:

**CONSOLIDATED STEVEDORING & TERMINALS, L.L.C.**  
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned having been named Registered Agent to accept service of process for the above stated, Consolidated Stevedoring & Terminals, L.L.C. at the place designated in this Certificate, the undersigned, Stephen C. Harrington, does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: September 9, 1999



Stephen C. Harrington  
Registered Agent

**FILED**  
**99 SEP 13 PM 2:41**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**