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REFERENCE : 389446 7139083

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : ~~\$ 78.75~~ 337.50

ORDER DATE : September 28, 1999

ORDER TIME : 10:44 AM

ORDER NO. : 389446-010

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CUSTOMER NO: 7139083

CUSTOMER: Aileen Ortega, Esq
LARREA & ORTEGA
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Suite 111
2300 Coral Way
Miami, FL 33145

399A00047439
W99-22432

DOMESTIC FILING

NAME: MILLENNIUM PASOFINO, 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: Janine Lazzarini

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED
99 SEP 28 AM 11:22
BUREAU OF CORPORATIONS
MILWAUKEE, WISCONSIN
FILED
99 SEP 28 AM 9:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
MILLENNIUM PASOFINO, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 AM 9:45

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 **MILLENNIUM PASOFINO, L.C.**
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2050.
3. Mailing Address and Street Address. The Company's mailing and street address is: 6155 Southwest 120th Avenue, Miami, Florida 33183.
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES**. The street address of the initial registered agent of the Company is **c/o 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:

Mr. Jose Augusto Siluan

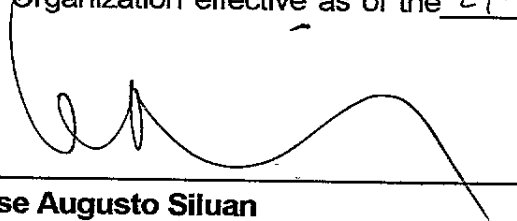
6155 Southwest 120th Ave.
Miami, Florida 33183

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 27th day of September, 1999.

A handwritten signature in black ink, appearing to read 'Jose Augusto Siluan', written over a horizontal line.

Jose Augusto Siluan
Managing Member

**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:

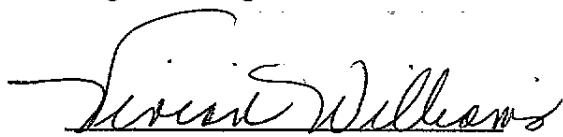
MILLENNIUM PASOFINO, L.C.

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

9/27/99
(Date)

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

The undersigned Managing Member, as an authorized representative and member of **MILLENNIUM PASOFINO, L.C.** deposes and says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is **\$300,000.00**;
- 3) if any, the agreed value of property other than cash contributed by members is: **none.**
- 4) the total amount of cash or property anticipated to be contributed by members is **\$300,000.00.**



Jose Augusto Siluan
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).