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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CERES ADVISORS LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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IF FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MJH

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

CERES ADVISORS LLC

ARTICLE I

Name

The name of this limited liability company is CERES ADVISORS LLC (hereinafter "the Company").

ARTICLE II

Address

The mailing address of the Company's principal office is 1401 Brickell Avenue, Suite 460, Miami, Florida 33131.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and terminate on December 31, 2029.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Timothy D. Richards, President
World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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ARTICLE V

Continuation of Business

The remaining members of the Company 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. The business may be continued only on the affirmative vote of a majority of the then remaining members pursuant to the terms of the Company's Regulations.

ARTICLE VI

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VII

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Timothy D. Richards, Esq.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VIII

Management

The Company will be managed by two (2) managers the name and address of which are as follows:

Douglas Goulet
1401 Brickell Avenue, Suite 460
Miami, Florida 33131

Driss Ngadi
1401 Brickell Avenue, Suite 460
Miami, Florida 33131

ARTICLE IX

Members Cannot Bind the Company

The Company is managed exclusively by the manager, and members have no authority to bind the Company.

ARTICLE X

Admission of New Members

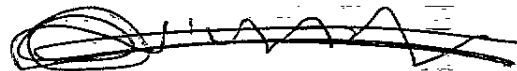
Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 5th day of October, 1999.

MEMBERS:



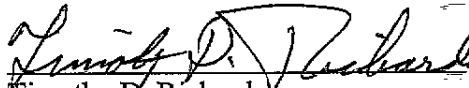
Douglas Goullet



Driss Ngadi

ORGANIZER

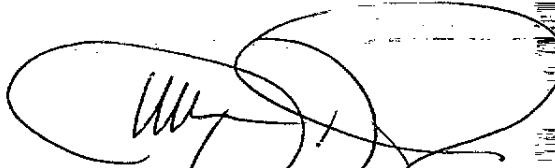
IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization
this 5th day of October, 1999.


Timothy D. Richards

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

I HEREBY CERTIFY that on this day, before me, personally appeared Timothy D. Richards, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

5 **SWORN TO AND SUBSCRIBED** before me at the County and State last aforesaid this
day of October, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Juan P. Delgado
MY COMMISSION # CC764527 EXPIRES
August 4, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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

Pursuant to the provisions of Fla. Stat. § 608.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name and address of the limited liability company is:

CERES ADVISORS LLC
1401 Brickell Avenue, Suite 460
Miami, Florida 33131

2. The name and address of the registered agent and office is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

Having been named as registered agent and to accept service of process for the above-named 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: October 5, 1999



Timothy D. Richards, Esq., President
World Corporate Services, Inc.