

**L990000006803**

LAW OFFICES OF  
**MICHAEL SCHIFFRIN & ASSOCIATES, P.A.**

SUITE 1450 - SUNTRUST INTERNATIONAL CENTRE  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE: (305) 539-0000  
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E-MAIL: schiffaw@aol.com

September 7, 1999

ASSOCIATED OFFICE:

**B'KELNEK Y ASOCIADOS, S.C.**  
RIO DANUBIO No. 69 - 5º PISO  
COLONIA CUAUHTEMOC, C.P. 06500  
Mexico, D.F. (Mexico City)  
TELEPHONE: 011-525-511-11-65  
TELECOPIER: 011-525-533-50-74

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

900002982279--9  
-09/09/99-01009-021  
\*\*\*285.00 \*\*\*285.00

Re: **Agro-Pesca Handling, L.C.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Affidavit in Accordance with *Florida Statute §608.407(2)*, along with our check in the amount of \$285.00 representing your fee for registering same in the State of Florida as well as for the certified copy of the Articles of Organization. Please be so kind as to return the Certificate of Organization to the undersigned in the enclosed stamped, self-addressed envelope provided for your convenience.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MS/ine  
Encl.

cc: Mr. Antonio Valeriano Vera

~~1199-21127~~

Bp-8-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 14, 1999

MICHAEL SCHIFFRIN, ESQ.  
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.  
ONE S.E. 3RD AVE., STE. 1450 INT'L CTR.  
MIAMI, FL 33131

SUBJECT: AGRO-PESCA HANDLING, L.C.  
Ref. Number: W99000021127

We have received your document for AGRO-PESCA HANDLING, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 199A00045245

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**AGRO-PESCA HANDLING, L.C.**

We, the organizers hereto, do hereby execute these Articles of Organization of **AGRO-PESCA HANDLING, L.C.**, a Limited Liability Company, organized under and pursuant to the provisions of Chapter 608, *Florida Statute*, 1987.

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**AGRO-PESCA HANDLING, L.C.**

**ARTICLE II - EXISTENCE**

This Limited Liability Company shall exist from the date of the filing of these Articles of Organization with the Department of State, Tallahassee, Florida or such other offices thereof, authorized to accept same, and for a maximum period of thirty (30) years from the date of the filing hereof, unless otherwise terminated prior thereto in accordance with law.

**ARTICLE III - PURPOSE OF ORGANIZATION**

The company is organized for the express purpose of receiving, buying, acquiring, distributing, manufacturing, producing, marketing, owning, developing, renting, selling (not at retail), leasing and/or in any other manner dealing in seafood products in the State of Florida, and for any and all other acts or purposes permitted under Section 608.404, *Florida Statute*, 1987, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

**ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT**

1. Place of Business and Mailing Address - The Limited Liability Company's place of business and mailing address within the State of Florida is:

3022 Northwest 72nd Avenue  
Miami, Florida 33196

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TALLAHASSEE, FLORIDA

2. Registered Agent - The name and address of the Registered Agent of the Limited Liability Company is:

Michael Schiffrin, Esq.  
Suite 1450 - SunTrust International Centre  
One Southeast Third Avenue  
Miami, Florida 33131

## **ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBERS**

1. Initial Contributions of Cash and/or Property by Members: Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of Five Hundred Dollars (\$500.00).

2. Further Contributions by Members: Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company, unless all members unanimously agree thereto in writing.

## **ARTICLE VI - ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. New members may be admitted pursuant to a vote of not less than 100% percent of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company as opposed to a single majority of the members.

No individual member and/or manager of the company, if one is designated, shall ever have the power to terminate or grant membership to any person.

## **ARTICLE VII - INTERESTS OF MEMBERS**

All interests of members in the Limited Liability Company shall be considered personal property and not real property. Any interest of a member in the Limited Liability Company shall be transferred only as provided in an operating agreement to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the Limited Liability Company.

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## **ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION**

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the Limited Liability Company, i.e., without the consent of a majority of the ownership interests in the Limited Liability Company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the Limited Liability Company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

## **ARTICLE IX - MANAGEMENT OF THE COMPANY**

1. Management by Members: Unless otherwise specifically stated herein, management of the Limited Liability Company shall be reserved to and be by the members of the Limited Liability Company. The names and addresses of the members of the Limited Liability Company are:

**ANTONIO VALERIANO VERA**  
Equipo de Llano, 15  
Vallehermosa, Tenerife, Spain

**IN WITNESS WHEREOF**, the undersigned have hereunto affixed their respective hands and seals as organizers of the Limited Liability Company, and have made and subscribed these Articles of Organization for the uses and purposes aforesaid, this 20 day of September, 1999.

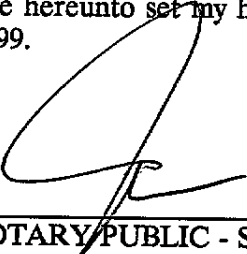
  
\_\_\_\_\_  
**ANTONIO VALERIANO VERA**, Organizer

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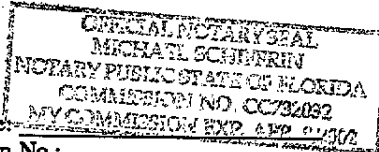
STATE OF FLORIDA       )  
                                      : ss  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, appeared **ANTONIO VALERIANO VERA**,  
[ ☒ ] to me personally known; or [    ] who produced \_\_\_\_\_ as identification, who  
after first being duly sworn stated that he is the organizer of **AGRO-PESCA HANDLING,**  
**L.C.**, a Florida Limited Liability Company in formation, and who freely and voluntarily  
acknowledged before me that he made and subscribed the same for the uses and purposes therein  
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade  
County, Florida, this 20 day of September, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA

{SEAL}



or

Print Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Expiration No.: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**AFFIDAVIT IN ACCORDANCE WITH FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA        )  
                                  : ss  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, appeared **ANTONIO VALERIANO VERA**,  
[ x ] to me personally known; or [   ] who produced \_\_\_\_\_ as identification, who  
after first being duly sworn, deposes and states as follows:

1. My name is Antonio Valeriano Vega and I am one of the organizers of **AGRO  
PESCA HANDLING, L.C.**, a Florida Limited Liability Company in formation.

2. I make this Affidavit as the authorized representative of the proposed Limited  
Liability Company.

3. The designated Registered Agent of the proposed Limited Liability Company is  
Michael Schiffrin, Esq., Suite 1450 - SunTrust International Centre, One Southeast Third Avenue,  
Miami, Florida 33131, as indicated in Article IV(A) of the Articles of Organization of the proposed  
Limited Liability Company.

4. The proposed Limited Liability Company has one member:

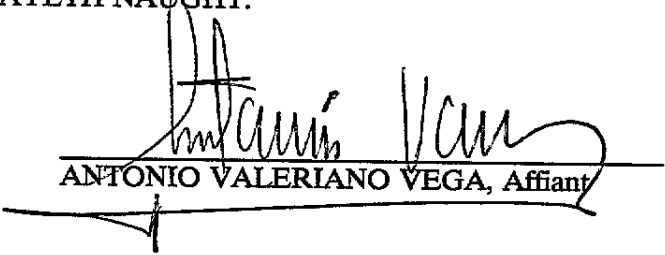
**ANTONIO VALERIANO VERA**  
Equipo de Llano, 15  
Vallehermosa, Tenerife, Spain

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TALLAHASSEE, FLORIDA

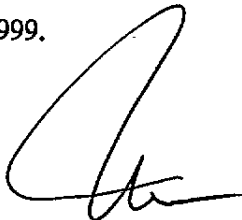
5. The aforementioned member has contributed Five Hundred (\$500.00) Dollars to  
the proposed Limited Liability Company. There is no property in kind to be contributed by each  
of the members and therefore the present total cash contribution shall be \$500.00, with no further  
present cash contribution being contemplated.

6. In the event that any further cash contributions are anticipated, they shall be made  
only upon approval of all of the members in accordance with Article V(B) of the Articles of  
Organization of the proposed Limited Liability Company.

FURTHER AFFIANT SAYETH NAUGHT.

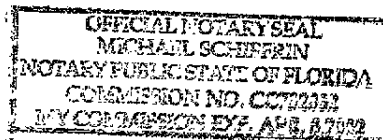
  
\_\_\_\_\_  
ANTONIO VALERIANO VEGA, Affiant

SWORN TO AND SUBSCRIBED before me in the County and State first  
aforewritten, on this 12 day of October, 1999.



NOTARY PUBLIC - STATE OF FLORIDA

{SEAL}



or

Print Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Expiration No.: \_\_\_\_\_

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TALLAHASSEE, FLORIDA



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

PURSUANT to Chapters 48.091 and 607, Florida Statutes, **AGRO-PESCA HANDLING, L.C.**, having filed its Articles of Organization contemporaneously herewith, with its principal offices as indicated therein located at 3022 Northwest 72nd Avenue, Miami, Florida 33196, has named MICHAEL SCHIFFRIN, ESQUIRE, whose address is Suite 1450 - SunTrust International Centre, One Southeast Third Avenue, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.

  
ANTONIO VALERIANO VERA, Incorporator

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
MICHAEL SCHIFFRIN, ESQ.  
Michael Schiffrin & Associates, P.A.  
Suite 1450 - SunTrust International Centre  
One Southeast Third Avenue  
Miami, Florida 33131  
Telephone: (305) 539-0000  
Telecopier: (305) 539-0013

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