

L99000007074

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000027049 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

LIMITED LIABILITY COMPANY

WP&A INTERNATIONAL, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 26 PM 2:08

RECEIVED

mtu
10/26

⑦

H99000027049

**ARTICLES OF ORGANIZATION OF
WP&A INTERNATIONAL, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be WP&A INTERNATIONAL, L.L.C., and its principal office and mailing address shall be located at 13190 NW 23 Street, Pembroke Pines, FL 33028, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H99000027049

H99000027049

service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:

- Winston de Jesus Perozo Parra, 13190 NW 23 Street, Pembroke Pines, FL 33028
- Juan Jose Perozo, 13190 NW 23 Street, Pembroke Pines, FL 33028
- Leonora Austria Cardenas de Perozo, 13190 NW 23 Street, Pembroke Pines, FL 33028

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H99000027049

H99000027049

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital contributions in the amount of _____ sh shall be paid to the limited liability company by the three members in the following amounts: Juan Jose Perozo, Leonora Austria Cardenas de Perozo, _____ and Winston de Jesus Perozo Parra, _____ Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

H99000027049

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H99000027049

ARTICLE VIII
DURATION

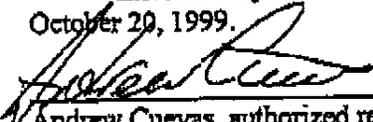
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, County of Miami-Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WP&A INTERNATIONAL, L.L.C.

Executed by the undersigned at 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156,
October 29, 1999.



Andrew Cuevas, authorized representative

10/29/99 13:39

H99000027049

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H99000027049

Affidavit Of Membership And Contributions.

State of Florida]
County of Miami-Dade]

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of WP&A INTERNATIONAL, L.L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is
3. If any, the agreed value of property other than cash contributed by the members is N/A.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000.00. This total includes the amounts from 2 and 3 above.

Andrew Cuevas
Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this October 20, 1999 by Andrew Cuevas, Esq., on behalf of WP&A INTERNATIONAL, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Jonathan R. Rubin
[Notary's signature]



JONATHAN R RUBIN
My Commission CC481661
Expires Oct. 30, 1999
Bonded by HAI
800-422-1888

My commission expires: _____

H99000027049

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

H99000027049

Statement Designating Registered Agent And Office.

State of Florida]

County of Miami-Dade]

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WP&A INTERNATIONAL, L.L.C.

The name of the registered agent for WP&A INTERNATIONAL, L.L.C. is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156.

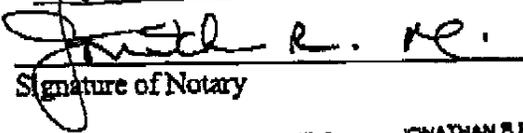
This statement is to acknowledge that, as indicated above, WP&A INTERNATIONAL, L.L.C., has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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 20, 1999



Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this October 20, 1999 by Andrew Cuevas, Esq., agent on behalf of WP&A INTERNATIONAL, L.L.C., a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.



Signature of Notary

My commission expires: _____



JONATHAN R. RUBIN
My Commission CC481051
Expires Oct. 30, 1999
Banded by HAI
800-422-1800

H99000027049

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407