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REFERENCE : 477629 131879A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : November 10, 1999

ORDER TIME : 3:46 PM

ORDER NO. : 477629-005

CUSTOMER NO: 131879A

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CUSTOMER: Ignacio G. Zulueta, Esq  
IGNACIO G. ZULUETA, P.A.  
IGNACIO G. ZULUETA, P.A.  
Suite 3-i  
6255 Bird Road  
Miami, FL 33155

DOMESTIC FILING

NAME: ALLIANCE TECHNOLOGY PARTNERS  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*HL 11/12*

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**ALLIANCE TECHNOLOGY PARTNERS L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be:  
**ALLIANCE TECHNOLOGY PARTNERS L.L.C.**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business and the mailing address of the Company in Florida shall be

150 Alhambra Circle  
Suite 801  
Coral Gables, Florida 33134

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall be perpetual.

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### **ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in consulting/technology and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is c/o Ignacio G. Zulueta, P.A., at 6255 Bird Road, Miami, Florida 33155. The name and address of the registered agent of this Company Ignacio G. Zulueta, P.A., at 6255 Bird Road, Miami, Florida 33155.

### **ARTICLE 7 - MANAGEMENT**

The Manager of the Company shall be:

P.T.A. Partners Inc., a Florida corporation

whose address shall be the same as the mailing address of the Company.

### **ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the member(s) of the Company other than the

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member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

#### **ARTICLE 9 TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless all the remaining members agree to terminate the Company.

#### **ARTICLE 10 - MEMBERS**

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and ownership interests of the member(s) of the Company are:

Verdeja & Gravier	16.33%
Morrison, Brown, Argiz & Co.	16.33%
Bustamante, Nuñez & Co.	16.33%
P.T.A. Partners Inc., a Florida corporation	51.01%

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#### **ARTICLE 11 - INDEMNIFICATION**

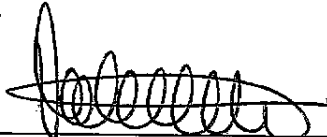
The Company shall indemnify the manager of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after

determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while manager, officer, employee or agent of the Company, as the case may be, as a manager, partner, officer, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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IN WITNESS WHEREOF, The undersigned, an authorized representative of  
the members, has made and subscribed these Articles of Organization at Miami, Florida,  
for the foregoing uses and purposes, this ~~November~~ <sup>August 18</sup> ~~1999~~ <sup>2000</sup>.

  
\_\_\_\_\_  
Octavio Verdeja, Jr., Authorized  
Representative of the Members

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**

**IN ARTICLES OF ORGANIZATION**

Ignacio G. Zulueta, P.A., having a business office at 6255 Bird Road, Miami, Florida 33155, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Ignacio G. Zulueta, P.A.

By:   
Ignacio G. Zulueta, President

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