Florida Department of State

MJH

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.

(((H99000031400 7)))

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

Account Name : BEDZOW, KORN, BROWN, MILLER & ZEMEL, P.A.

Account Number : I19990000244 : (305)935-6888 Phone : (305)936-9502 Fax Number

LIMITED LIABILITY COMPANY

ELITE GROUP INVESTORS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Electropic Filing Venils

Comparate Filings

Public Ageora Help

https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe

12/9/99

P. 01 66, 6 Dec 17:11

Bedzo Korn

ARTICLES OF ORGANIZATION OF ELITE GROUP INVESTORS, L.L.C.

THE UNDERSIGNED, the initial members of ELITE GROUP INVESTORS, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: ELITE GROUP INVESTORS, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

17555 Collins Avenue Sunny isles Beach, Florida 33180

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

17555 Collins Avenue Sunny Isles Beach, Florida 33180

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

GARY L. BROWN, ESQ.
BEDZOW, KORN, BROWN, MILLER, & ZEMEL, P.A.
20803 Biscayne Boulevard
Sulte 200
Aventura, Florida 33180
(305) 935-6888

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 508.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

99 DEC -9 PM 2: 40

H99000031400 7

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member compiles with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains one (1) member of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial managers is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Initial Managers: Address: JORGE REYNOSO 17555 Collins Avenue Sunny Isles Beach, FL 33180

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then In existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, after, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, after, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, aftered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be aftered, amended or repealed by the managers but shall only be amended, aftered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

Н99000031400 7

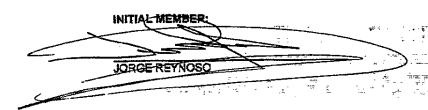
GLE\5753.0004\144996-120899

-2-

Bedzo Korn

н99000031400 7

IN WITNESS WHEREOF, the undersigned Initial members have executed the foregoing Articles of Organization as of this \(\sumsymbol{Q} \) day of December, 1999.



H99000031400 7

40.94 SI:41.98-150893 478/223'0001/714388-150893

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 808.415 and 608.507 of the Florida Limited Liability

GARY L. BROWN, ESQ.

Company Act:

Having been appointed as registered agent of ELITE GROUP INVESTORS, L.L.C., a Fiorida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: December___, 1999.

H99000031400 7

GLB\5753.0004\144998-120899

-4-

Dec 8 '99 14:12 P. 05