

LO2000013485

Chapter Number On

5/29/02

Requestor's Name: Ramani, G.T.
Address: 200 S. Biscayne Blvd # 2000
Miami, Florida 33131

VALIDATION ONLY

02 JUN -3 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

300005650928-2
-05/30/02-01021-010
***155.00 ***155.00

CORPORATION(S) NAME

002-15668



Empire Toll Free: 1-800-432-3028

Karisma Resorts & Marketing Corporation, LLC

RECEIVED
02 MAY 30 AM 9:44
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Pick Up
- Mail Out

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| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

LO2-13485
CQ



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2002

EMPIRE

SUBJECT: KARISMA RESORTS & MARKETING CORPORATION, LLC
Ref. Number: W02000015668

FILED
02 JUN -3 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KARISMA RESORTS & MARKETING CORPORATION, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 802A00034986

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02 JUN -3 AM 9: 41
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
KARISMA RESORTS & MARKETING, LLC
a Florida limited liability company

02 JUN -3 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. The name of this limited liability company is **KARISMA RESORTS & MARKETING, LLC** (the "company").
2. The company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131

4. The name and address of the registered agent of the Company is:

George T. Ramani
200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131

5. The Company shall only admit additional members with the unanimous written consent of

the Company's Members.

6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Liability Company Act, as amended from the time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
7. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:
KARISMA HOTELS & RESORTS CORPORATION, LTD.
AVE. LOPE DE VEGA, No. 32
PIANTINI
SANTO DOMINGO, DOMINICAN REPUBLIC
8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right or indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned members of Karisma Resorts & Marketing Corporation, LLC, have executed these Articles of Organization this 16th day of May, 2002.



Rafael Feliz German, Designated Officer
KARISMA HOTELS & RESORTS CORPORATION, LTD..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
22 JUN - 3 29 PM 12: 23

FILED

**CERTIFICATE OF REGISTERED AGENT OF
KARISMA RESORTS & MARKETING, LLC**

Pursuant to Chapter 608 of the Florida Statutes, the following us submitted in compliance
therewith:

02 JUN -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated 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 this 16th day of May, 2002



GEORGE T. RAMANI