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LIMITED LIABILITY COMPANY

NICOSAN INVESTMENT, LLC

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

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ARTICLES OF ORGANIZATION  
OF  
NICOSAN INVESTMENT, LLC

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

The name of the Limited Liability Company shall be NICOSAN INVESTMENT, LLC (the "Limited Liability Company").

ARTICLE II  
STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Limited Liability Company shall be located at 2121 Ponce de Leon Blvd., Suite 1050, Coral Gables, FL 33134, County of Miami-Dade, 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 III  
MAILING ADDRESS

The mailing address for the Limited Liability Company shall be 2121 Ponce de Leon Blvd., Suite 1050, Coral Gables, FL 33134.

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fact for any person or corporations, and perform any 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 the 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 other 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 if 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 purpose 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 VI  
DURATION

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

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ARTICLE VII  
CONTINUATION AFTER INVOLUNTARY TERMINATION

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event causing the involuntary dissolution of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company unanimously elect to continue the business of the Limited Liability Company.

MANAGING MEMBERS

The Limited Liability Company shall have one or more members (the "Members"). The name and address of the initial Members are:

LIBARDO A. MEJIA BONILLA  
Parcelacion Aposentos  
Casa 228, Km 33,  
Via Briceño Sopo  
Cundinamarca, Colombia

MANAGING MEMBER

CLAUDIA L. SUAREZ BONILLA  
Parcelacion Aposentos  
Casa 228, Km 33,  
Via Briceño Sopo  
Cundinamarca, Colombia

MANAGING MEMBER

ARTICLE VIII  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of their time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Limited Liability Company, and may not be sold or otherwise transferred except with unanimous written consent of all existing Members.

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ARTICLE IX  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members on the following amounts: LIBARDO A. MEJIA BONILLA \$800.00 (80%) and CLAUDIA I. SUAREZ BONILLA, \$200.00 (20%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

ARTICLE X  
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 its proportionate 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 the 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 their proportionate shares.

Dated this 23rd day of May 1, 2005



Antonio Garcia  
Authorized Representative  
For: NICOSAN INVESTMENT, LLC

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REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for NICOSAN INVESTMENT, LLC, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of said position.

Dated this 23rd day of May, 2005

Antonio Garcia  
Antonio Garcia  
Consulting Services of South Florida, Inc.

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