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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Atlas Miami Marina LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Atlas Miami Marina LLC

### Article II. Address

The Company's street and mailing address is:  
Atlas Miami Marina LLC  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
NS Corporate Services Inc.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131  
305-374-0030

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Article V. Management

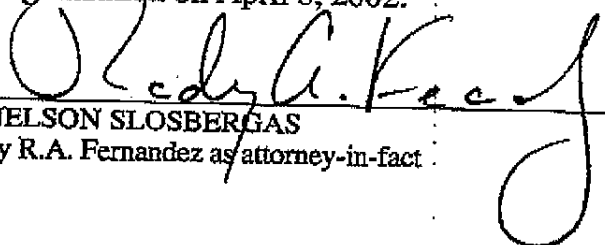
This will be a manager-managed company. The name and address of each manager is:

MICHEL AZEROUAL  
501 Brickell Key Drive, Suite 400 Miami FL 33131

Article VI. Company Existence

The Company's existence shall begin effective as of April 5, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on April 8, 2002.

  
NELSON SLOSBERGAS  
by R.A. Fernandez as attorney-in-fact

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131  
305-374-0030

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## STATEMENT OF REGISTERED AGENT

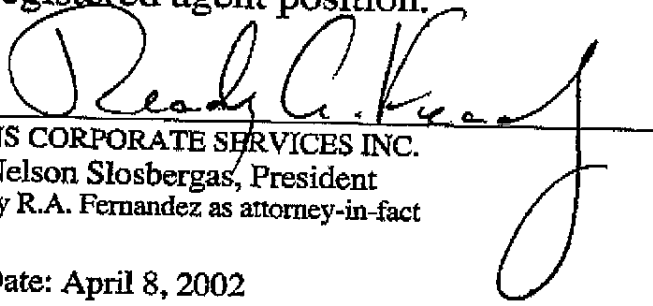
LIMITED LIABILITY COMPANY:

Atlas Miami Marina LLC

REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
NS CORPORATE SERVICES INC.  
Nelson Slosbergas, President  
by R.A. Fernandez as attorney-in-fact

Date: April 8, 2002

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
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