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LIMITED LIABILITY COMPANY

Encore 1944, LLC

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**ARTICLES OF ORGANIZATION OF
ENCORE 1944, LLC**

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 I - NAME

The name of the limited liability company is **Encore 1944, LLC**.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is Calle Progreso No. 54, Santurce, Puerto Rico 00909.

ARTICLE III - DURATION

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV - MANAGEMENT

The management of the limited liability company is reserved to its managers, and is therefore a manager-managed company.

ARTICLE V - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and address of the registered agent of the limited liability company in the State of Florida are:

Manuel A. Perez
Harper Meyer Perez Ferrer & Hagen LLP
701 Brickell Avenue, Suite 1650
Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 6th day of August, 2004.


Antonio J. Munoz Grajales, Authorized Signatory

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.507, Florida Statutes, the herein named limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is Encore 1944, LLC.
2. The name and street address of the registered agent and office are:

Manuel A. Perez
Harper Meyer Perez Ferrer & Ferrer LLP
701 Brickell Avenue, Suite 1650
Miami, Florida 33131

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.


Manuel A. Perez

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