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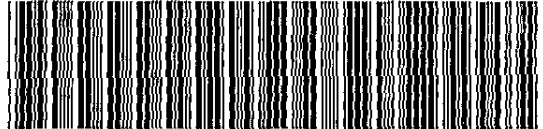
(Business Entity Name)

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CARROUSELS, L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
CARROUSELS, L.L.C.**

The undersigned, as a member or an authorized representative of a member of the Company pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named CARROUSELS, L.L.C.

**ARTICLE I.  
NAME**

The name of the Limited Liability Company shall be **CARROUSELS, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company shall be 8000 NW 31st STREET STE. 12 MIAMI, FL. 33126

**ARTICLE III.  
DURATION**

The period of duration for the Limited Company shall be perpetual.

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**ARTICLE IV.**  
**PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State Of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by laws.

**ARTICLE V.**  
**MANAGEMENT**

This Limited Liability Company shall be managed by one Managing Member and the name and address of the Managing Member are :

NAHUEL K. ITZCOVITCH  
at 8000 NW 31st STREET STE. 12 MIAMI, FL. 33126.  
ALBERTO A. FRET  
at 8000 NW 31st STREET STE. 12 MIAMI, FL. 33126.

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**ARTICLE VI.**  
**ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interest each Member has in the Limited Liability Company. No

individual Member and/or managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

**ARTICLE VII.**

**CONTINUATION AFTER INVOLUNTARY TERMINATION**

In the event of termination of the Limited Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.

  
ALBERTO A. FRETI  
MANAGING MEMBER

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is:

CARROUSELS, L.L.C.  
8000 NW 31st STREET STE. 12  
MIAMI, FL. 33126

2. The name and address of the registered agent and office is:

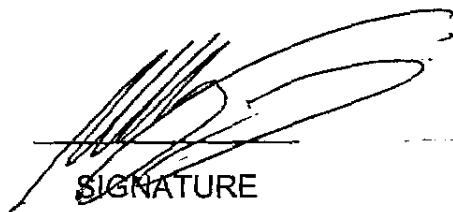
Alberto A. Freti  
Name

8000 NW 31st STREET STE. 12  
(P.O. Box or Mail Drop NOT acceptable)

MIAMI, FL. 33126  
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

  
SIGNATURE

ALBERTO A. FRETI

DATE 01/17/2005