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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY
CAPRI INTERNATIONAL VENTURES, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
CAPRI INTERNATIONAL VENTURES, LLC**

(6)

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopts the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is CAPRI INTERNATIONAL VENTURES, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

5700 Collins Avenue, No. 11M
Miami Beach, Florida 33140

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2999 N.E. 191st Street, Concorde Centre II, PH-8, Aventura, Florida 33180 as the street address of the initial registered office of the Company and names Oscar Grisales-Racini, Esq., as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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ARTICLE V.**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VII**MANAGERS**

The name and address of the initial Managers of the Company is:

Rafael Salvia

5700 Collins Avenue, No. 11M

Miami Beach, Florida 33140

ARTICLE VIII**ORIGINAL/ADDITIONAL MEMBERS**

The name of the Original Members of the Company and their respective ownership ratio is:

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

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ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th day of December, 2005.



OSCAR GRISALES-RACINI, ESQ.
Duly Authorized Representative of the
Members

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

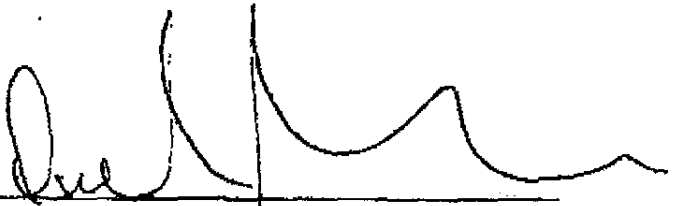
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for CAPRI INTERNATIONAL VENTURES, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 8th day of December, 2005.

By: 

OSCAR GRISALES-RACINI, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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