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Account Name : ARIAS TOVAR & ASSOCIATES, P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GRUPO PRIME, LLC.

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J. BRYAN MAR 17 2006

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ARTICLES OF ORGANIZATION
OF
GRUPO PRIME, LLC.

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 **GRUPO PRIME, LLC.**

ARTICLE I: NAME

The name of the Company shall be: **GRUPO PRIME, LLC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Company shall be:

1725 Main Street, Suite 209, Weston, FL 33326

ARTICLE III: DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV: PURPOSE

This company will engage in general investments, consulting services, international trade, import & export of general merchandise and any general commercial activities related to these and any other areas and shall conduct any and all lawful business in the United States and abroad.

ARTICE V: MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager - managed company. The initial managers of the Company shall be two (2), to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the By-Laws of the company.

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The names and addresses of the initial Managers are:

Felix Morantes 1725 Main Street, Suite 209, Weston, FL 33326
Juan B. Gonzalez 1725 Main Street, Suite 209, Weston, FL 33326

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

Ileana Arias Tovar, Esq.
Arias Tovar & Associates, P.A.
1725 Main Street, Suite 209
Weston, FL 33326

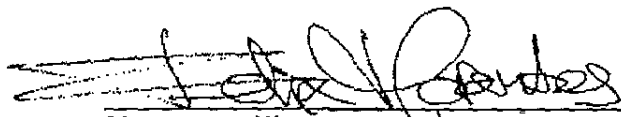
Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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 of Registered Agent

Date: March 15, 2006

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this 15th day of March, 2006



Signature of Incorporator/Member or Authorized Representative of a Member
Felix Morantes

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