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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VALETERRA, LLC.

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August 31, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
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SUBJECT: VALETERRA, LLC
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ARTICLES OF ORGANIZATION

OF

VALETERRA, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: VALETERRA, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 501 BRICKELL KEY DRIVE, SUITE 400, MIAMI, FL 33131. The mailing address of this Limited Liability Company in the State of Florida is c/o RICARDO MATA P.O. BOX 56-0948, MIAMI, FL 33256-0948. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That VALETERRA, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Collier, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager of the Company will be RICARDO MATA of P.O. BOX 56-0948, MIAMI, FL 33256-0948.

WITNESS the hand and seal of the Authorized Representative in Miami-Dade County, State of Florida, this 25th day of August, 2006.



LAURA KOHN
Authorized Representative

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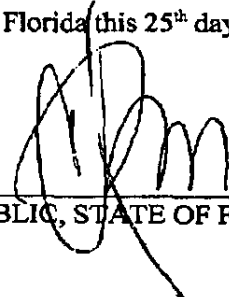
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, LAURA KOHN, who is personally known to me, who being by me first duly sworn, acknowledges that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 25th day of August, 2006.

 Christina D. Morgado
Commission #DD287173
Expires: Feb 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That VALETERRA, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent



Carlos F. Arazoza
Managing Director
Arazoza & Fernandez-Fraga, P.A.

Date: August 25, 2006

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