Division of Corporations

Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MT ROYAL, LLC

Certificate of Status	. 0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

OCT 1-1 2006 .



MT ROYAL, LLC a Florida Limited Liability Company

ARTICLE I-Name:

The name of the Limited Liability Company is:

MT ROYAL, LLC

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

> SUITE 112 MSC370 100 GRAND BLVD. PASEOS SAN JUAN, PUERTO RICO, 00926

ARTICLE -- IIIRegistered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

THOMAS G. SHERMAN, ESQ., P.A. 90 ALMERIA AVENUE CORAL GABLES, FLORIDA 33134

> ARTICLE IV PURPOSE

The limited liability company shall have the authority to engage in any activity or husiness permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

ARTICLE V VOTING

Voirs of the members shell be in proposition to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members.

ARTICLE VI-Management (Check box if applicable)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

___X The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.

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ARTICLE VII MANAGING-MEMBERS

The Managing Mcrobers of the Limited Liability Company are:

- 1) RAMON PRATS
 SUITE 112
 MSC370
 100 GRAND BLVD. PASEOS
 SAN JUAN, PUERTO RICO, 00926
- 2) TERESA NOBLE FERNANDEZ
 SUITE 112
 MSC 370
 100 GRAND BLVD. PASEOS
 SAN JUAN, PUERTO RICO 00926

Print Name: Thomas G. Spennsn Authorized Representative of a Member

(In accordance with section 608.408(3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjuty that the facts stated herein are true.)

Having been momed at registered agent and to occup; struct of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appainment 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 derives that I am familiar with and accept the obligations of my position as registered agent or provided for in spages (08, 5.5.)

THOMAS G. SHERMAN, ESQ., P.A. REGISTERED AGENT'S SIGNATURE

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