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SERVICES Barto		CORPORATION NAME (S) AND DOCUME THUMBER (S):
		Capital, LLC
	Filing Evidence  □ Plain/Confirmation Co	Type of Document  Certificate of Status
	□ Certified Copy	⊠ Certificate of Good Standing
		□ Articles Only
	Retrieval Request  Photocopy  Certified Copy	<ul> <li>□ All Charter Documents to Include Articles &amp; Amendments</li> <li>□ Fictitious Name Certificate</li> <li>□ Other</li> </ul>
	NEW FILINGS	AMENDMENTS
-	Profit	Amendment
	Non Profit	Resignation of RA Officer/Director
X	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports	Foreign
	Fictitious Name	Limited Liability
	Name Reservation	Reinstatement
	Reinstatement	Trademark
		Other

# ARTICLES OF ORGANIZATION OF BARTO CAPITAL, LLC

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#### ARTICLE I NAME

The name of this Limited Liability Company shall be BARTO CAPITAL, LLC (the "Company").

### ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1825 Ponce de Leon Blvd. #140, Coral Gables, FL 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is 1825 Ponce de Leon Blvd. #140, Coral Gables, FL 33134.

# ARTICLE III INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

### ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the manager who will serve as manager until the first annual meeting of members or until his successors are selected and qualified in accordance with the Operating Agreement or applicable law is:

Arturo J. Bartolomei 1825 Ponce de Leon Blvd. #140 Coral Gables, FL 33134

# ARTICLE V PURPOSE OF THE COMPANY

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 1st day of November, 2006, effective upon filing same with the Florida Department of State.

BARTO-CAPITAL, LLC

BY:

Jose Nuclez, Authorized Representative

#### 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 DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

BARTO CAPITAL, LLC

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

Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By:

Jose L. Nuffez, Vice President

Date: November \_\_\_\_\_, 2006