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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**amecar international, llc**

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# Limited Liability Company Articles of Organization

I, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

The name of the Liability Company shall be

**AMECAR INTERNATIONAL, LLC.**

The trade name of the Liability Company shall be

**MANGGIAMO'S**

Registered Agent, Registered Office & Registered Agent's Signature, name and the Florida street address of the registered agent are:

NAME	ADDRESS
JACQUELINE TORTORICI DE MORENO	185 S.E. 14TH TERR, APT. 102 MIAMI, FL 33131

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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*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, 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 as provided for in Chapter 608, Florida Statutes.*

*Registered Agent's Signature*

1. The principal office of the Company and mailing address is:

**185 S.E. 14<sup>TH</sup> TERR, APT. 102, MIAMI, FL 33131**

2. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.

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3. The company shall have perpetual existence.

4. Indemnification.

- a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.
- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

5. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than one, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

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6. The name and address of the Managers of the Company are as follows:

- Jacqueline Tortorici De Moreno; 185 S.E. 14<sup>th</sup> Terra, Apt. 102  
Miami, FL 33131
- Carlos Andrés Moreno; 185 S.E. 14 Terra, Apt. 102  
Miami, FL 33131
- Ricardo Tortorici Márquez; Avenida Anasco Res Golden Village,  
Apt. 3-D, San Bernardino, Caracas, Venezuela

7. The amount of capital each Member has contributed or has agreed to contribute:

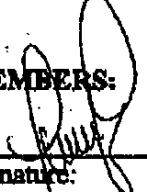
- Member: Jacqueline Moreno 60%
- Member: Carlos Andrés Moreno 35 %
- Member: Ricardo Tortorici Márquez 5%


8. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

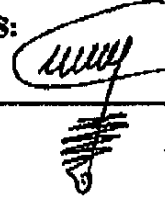
9. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

10. The company shall be initially organized with at least one Member.

**MANAGING MEMBER(S):**  
  
 Name: Jacqueline Tortorici De Moreno

**MEMBERS:**  
  
 Signature:

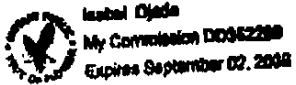
**MANAGING MEMBER(S):**  
  
 Name: Carlos Andrés Moreno

**MEMBERS:**  
  
 Signature:

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STATE OF FLORIDA  
 COUNTY OF MIAMI-DADE

On the 22nd day of November, 2006 personally appeared before me the signers Jacqueline Tortorici De Moreno and Carlos Andrés Moreno of the within instrument, duly acknowledged to me that they executed the same.



  
 Notary Public State of Florida

My Commission Expires:

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