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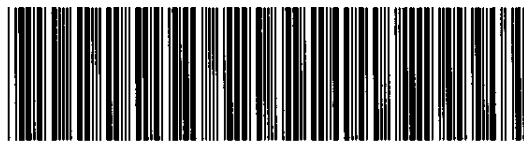
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January 22, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Uniclimate International, L.L.C.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF ORGANIZATION OF  
UNICLIMA INTERNATIONAL, L.L.C.

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ARTICLE I  
NAME

The name of this Limited Liability Company shall be UNICLIMA INTERNATIONAL, L.L.C. (the "Company").

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 8526 N.W. 107<sup>th</sup> PSGE #3, Doral, FL 33178, and such other place or places as the member from time to time may determine. The mailing address of the Company is 8526 N.W. 107<sup>th</sup> PSGE #3, Doral, FL 33178.

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 successor is elected and qualified in accordance with the Operating Agreement or applicable law is:

Alberto Franco Tacher  
Av. Camury  
Edif. Doramil  
Piso PH Apto PH -2A  
Los Chorros  
Caracas, Venezuela

Benjamin Marcel Bentolila Sonego  
Av. Sucre  
Edif. Portal Los Chorros  
Piso 5, Apto. 5-A  
Los Dos Caminos  
Caracas, Venezuela

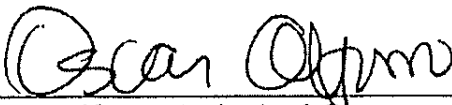
ARTICLE V  
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 22<sup>nd</sup> day of January, 2007, effective upon filing same with the Florida Department of State.

UNICLIMA INTERNATIONAL, L.L.C.

BY:

  
\_\_\_\_\_  
Oscar Alfonso, 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:

UNICLIMA INTERNATIONAL, L.L.C.

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: \_\_\_\_\_

Jack D. Finkelman, Vice President

Date: January 22, 2007