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FLORIDA/FOREIGN LIMITED LIABILITY CO.

1080 BAY HARBOR, LLC

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ARTICLES OF ORGANIZATION

FOR

1080 BAY HARBOR, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is:

1080 BAY HARBOR, LLC

ARTICLE II - ADDRESS

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

10525 Blue Palm Street
Plantation, Florida 33324

ARTICLE III - BUSINESS PURPOSE

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which the limited liability companies may be formed under the Limited Liability Company Act of the State of Florida (the "Act").

ARTICLE IV - MANAGEMENT

This company shall be managed by a manager. The name and address of the initial manager of the company is:

Roberto Fernandez
10525 Blue Palm Street
Plantation, Florida 33324

ARTICLE V - MEMBERS OF BUSINESS

The name and addresses of the members of this Limited Liability Company are:

NAME

ADDRESS

Bay Harbor Ventures, Inc.,
a Panamanian company

Libreria Aeropuerto
Avenida La Limpia
Centro Comercial Galeria, Local 23
Maracaibo, Venezuela

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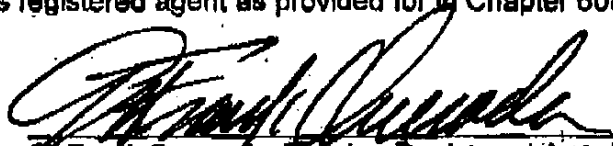
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**ARTICLE VI - REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

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

G. FRANK QUESADA, ESQUIRE
1313 Ponce de Leon Boulevard, Suite 200
Coral Gables, Florida 33134

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, F.S.


G. Frank Quesada, Esquire, Registered Agent**ARTICLE VII - AMENDMENTS**

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

(In accordance with section 808.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Roberto Fernandez, Manager

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