

Division of Corporations

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**LD9000028564**

**Florida Department of State  
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From: **Angelica M. Chiru, Paralegal**  
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP  
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**PROINOVA AMERICA LLC**

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FAX AUDIT # H09000068917

**ARTICLES OF ORGANIZATION  
OF  
PROINOVA AMERICA LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is PROINOVA AMERICA LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

1111 Brickell Avenue, Suite 2600  
Miami, FL 33131

The mailing address of the Company is:

2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, FL 33134

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**ARTICLE VIII  
REGISTERED AGENT AND OFFICE**

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

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE III  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Member(s) of the Company.

**ARTICLE IV  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least three (3) Managers. The Managers shall also have the rights and responsibilities described in the

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Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The name and address of the initial Manager is as follows:

<u>Title:</u> Manager	<u>Name and Address:</u> Gorriaran Laza, Gregorio 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Fontan, Juan Carlos 1111 Brickell Avenue, Suite 2600 Miami, FL 33131
Manager	Corral, Carlos 1111 Brickell Avenue, Suite 2600 Miami, FL 33131

**ARTICLE V  
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.


**ARTICLE VI  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII  
ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 24<sup>th</sup> day of March, 2009.

  
 \_\_\_\_\_  
 Marian Ancheta  
 Duly Authorized Representative of a Member

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for **PROINOVA AMERICA LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 24<sup>th</sup> day of March, 2009.

INTERAMERICAN CORPORATE SERVICES LLC

By: 

Patricia M. Hernandez, Manager

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