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FLORIDA/FOREIGN LIMITED LIABILITY CO.

REF Capital LLC

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
REF CAPITAL LLC**

The undersigned, being a duly authorized representative of the members, 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 REF CAPITAL LLC (the "Company").

ARTICLE II

ADDRESS

The principal office of the Company is:

3115 Gulf Shore Blvd. North
Apt. 4055
Naples, Florida 34103

The mailing address of the Company is:

P.O. Box 140640
Coral Gables, Florida 33114

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Instrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

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ARTICLE IV

DURATION AND CONTINUATION

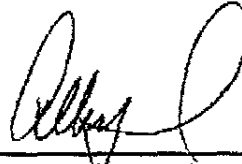
The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE V

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 including activities within the United States and abroad.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th day of October, 2007.



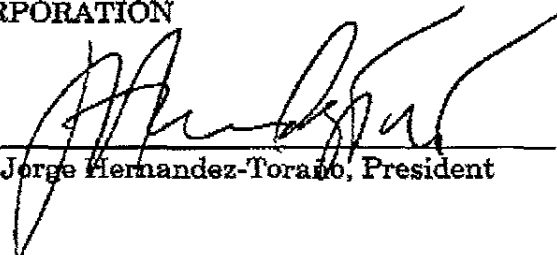
Alberto M. Hernandez,
Duly Authorized Representative of the
Member(s)

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for REF CAPITAL 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 acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 11th day of October, 2007.

INTRASTATE REGISTERED AGENT
CORPORATION

By: _____


Jorge Hernandez-Torano, President

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