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To:

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Fax Number : (850) 617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

fideicomiso usa, llc

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T. HAMPTON

JUL 17 2008



July 16, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FIDEICOMISO USA
REF: W08000033503

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective July 1, 2007, the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC." Please amend your document accordingly.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: E08000173445
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ARTICLES OF ORGANIZATION OF
FIDEICOMISO USA, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said Limited Liability Company shall be, FIDEICOMISO USA, LLC and the mailing address and the street address of the principal office of the limited liability company shall be 978 WINDWARD WAY, WESTON, FLORIDA 33327, and the street address of the principal office of the limited liability company shall be: 978 WINDWARD WAY, WESTON, FLORIDA 33327

SECOND: FIDEICOMISO USA, LLC shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, FIDEICOMISO USA, LLC is formed are:

(A) to purchase, sell Real Estate, distribute, invest in, and otherwise deal with a variety of products and services within and outside the State of Florida as agent for any parent companies, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and penetrate new markets

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, FIDEICOMISO USA, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: This limited liability company shall be manager-managed and will have one manager, ELIAS PERCHIK.

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SIXTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, PA, whose mailing address is 2999 NE 191 STREET, PH8, AVENTURA, FLORIDA 33180

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of July 2008.



ELIAS PERCHIK

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

- The name of the limited liability company is FIDEICOMISO USA, LLC
- The name of the registered agent is OSCAR GRISALES-RACINI, PA
- The address of the registered agent/registered office is 2999 NE 191 STREET, PH8, AVENTURA, FLORIDA 33180

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

By: 

For the Company

Date:

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