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FLORIDA/FOREIGN LIMITED LIABILITY CO.

VI capital venture, llc

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ARTICLES OF ORGANIZATION

OF

VI CAPITAL VENTURE, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be VI CAPITAL VENTURE, LLC. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be: **2320 Ponce de Leon Boulevard, 2nd Floor, Coral Gables, Florida 33134.**

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is: **Oscar J. Vila, Esq., 2320 Ponce de Leon Boulevard, 2nd Floor, Coral Gables, Florida 33134.**

THIS INSTRUMENT PREPARED BY:
Oscar J. Vila, Esq.
Vila, Padron & Diaz, P.A.
2320 Ponce De Leon Boulevard
2nd Floor
Coral Gables, FL 33134
Telephone: (305) 461-4888
FLORIDA BAR #899976

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ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VIII – MANAGEMENT

The company shall be managed by its managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company is:

**OSCAR J. VILA – MANAGER
LUIS IRAGORRI – MANAGER**

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