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CALIOPE HOLDINGS, LLC

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ARTICLES OF ORGANIZATION
OF
CALIOPE HOLDINGS, 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 **CALIOPE HOLDINGS, LLC** (the "Company").

ARTICLE II

THE PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal business and mailing address of the Company is:

201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The Company designates 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this state.

ARTICLE IV

DURATION AND TERMINATION

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 Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable.

ARTICLE VI

INITIAL MANAGERS

The name and addresses of the initial Managers of the Company are:

Lorenzo R. Acierno Milchorena
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

Dulce María Vazquez Vazquez
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

Lorenzo Acierno Vazquez
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

Rodrigo Acierno Vazquez
c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

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ARTICLE VII

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 VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the unanimous written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7th day of September, 2011.

Name: James M. Meyer
Title: Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for CALIOPE HOLDINGS, 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 7th day of September, 2011.

LAW CENTER OF THE AMERICAS, LLC

By: _____
Name: James M. Meyer
Title: Vice President

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