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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850)922-4003

EFFECTIVE DATE
6-27-00

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 28 PM 4: 06

FILED

LIMITED LIABILITY COMPANY

Priela USA LC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 28 AM 11: 58

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Priela USA LC

Article II. Address

The Company's street and mailing address is:
Priela USA LC
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

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Article V. Management

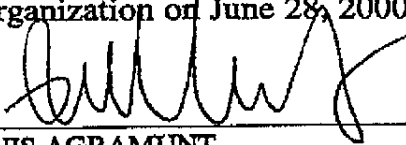
This will be a manager-managed company. The name of each manager is:

David Sala

Article VI. Company Existence

The Company's existence shall begin effective as of June 27, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on June 28, 2000.



LUIS AGRAMUNT
by L.A. Uriarte as attorney-in-fact

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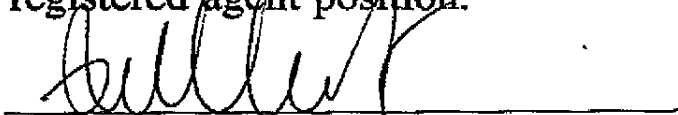
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Priela USA LC

REGISTERED AGENT/OFFICE:
Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT
by L.A. Uriarte as attorney-in-fact

Date: June 28, 2000

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