

# L0000000 7727

Florida Department of State  
Division of Corporations  
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## LIMITED LIABILITY COMPANY

NHF TRADING, L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
NHF TRADING, L.L.C.

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

**ARTICLE I-NAME**

The name of the limited liability Company shall be NHF TRADING, L.L.C.

The principal place of business of the Company in Florida shall be:  
5201 Blue Lagoon Drive, Suite 923, Miami, Florida 33126.

The mailing address shall be: Plateros #7, Segundo Piso, San Jose Insurgentes C.P. 03900, México City, México

**ARTICLE II-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 indefinite, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability Company under the laws of the State of Florida.

**ARTICLE IV-REGISTERED OFFICE AGENT**

The name and street address of the registered agent of the Company in the State of Florida is: Leonardo F. Brito, P.A., 100 SE 2<sup>nd</sup> Street, Suite 3850, Miami, Florida 33131.

**ARTICLE V-CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash, or property set forth as follows:

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Paul M. Forat	\$960.00
Carlos Manuel Núñez Glennie	\$840.00
Carlos José María Hernández García	\$200.00

Each Member's ownership interest shall be determined based on the proportionate capital contribution of each member.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

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

**ARTICLE VI-ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon 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 other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

**ARTICLE VII-TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 of the remaining members, provided there are at least two remaining members.

**ARTICLE IX-MANAGEMENT**

The Company shall be managed by the members, which any two members shall have the power to bind the Company to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of Company property or other instruments to secure the payment of Company indebtedness as required. To purchase the Company assets of any other corporation and engage in the same or other character or business. To purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of

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every class and descript and such other powers, in accordance with the members for the management of the business and affairs of the Company. Any member individually shall have the power to open bank accounts, sign checks and endorse instruments as a Managing Member. The members may adopt from time to time such regulations, which 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 names and addresses of the initial managers are:

Paul M. Forat, Calz. De los Aguilas, No. 1840, México D.F. C.P. 01820; México City, México

Carlos Manuel Núñez Glennie, Au. San Jerónimo 201-10 San Angel, 01000, México D.F. C.P.;

Carlos José Maria Hernández García, Farallón 306, Col. Jardines del Moral, León Guanajuato, C.P. 37160, México

**ARTICLE X-MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special, regular or annual meetings of the Board of Directors by means of a conference telephone or similar communications equipment as provided by Florida Law.

**IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida for the foregoing uses and purposes this 29<sup>th</sup> day of June 2000.**

  
Name: Paul M. Forat

  
Name: Carlos Manuel Núñez Glennie

  
Name: Carlos José Maria Hernández García

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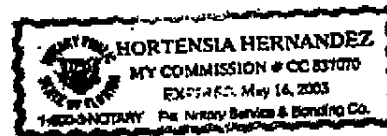
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

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Before me personally appeared, Paul M. Forat, Carlos Manuel Núñez  
Glennie and Carlos José María Hernández García, to me well known to be the  
organizers of the above limited liability company, who produced their  
Mexican Passport and Mexican Passport  
respectively as identification and who subscribed the above Articles of  
Organization, and they each feel freely and voluntarily acknowledged before me  
according to law that they made the same for the uses and purpose mentioned  
and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal  
this 29<sup>th</sup> day of June 2000.

  
Notary



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, the undersigned  
Leonardo F. Brito, as President of Leonardo F. Brito, P.A., submits the following  
statement to designate a registered office and registered agent in the State of  
Florida:

1. The name of the limited liability Company is NHF Trading, L.L.C.
2. The name and street address of the Registered Agent in Florida is: 100  
SE 2<sup>nd</sup> Street, Suite 3850, Miami, Florida 33131

The undersigned, being the person named in the Articles of Organization of  
NHF Trading, L.L.C., as registered agent of this limited liability Company  
hereby consents to accept service of process for the above stated Company  
at the place designated in the articles of organization, and accepts the  
appointment as registered agent and agrees to act in this capacity. The  
undersigned further agrees to act in this capacity. The undersigned further  
agrees to comply with the provisions of all statutes relating to the proper and  
complete performance of his or her duties, and is familiar with and accepts  
the obligations of the position of registered agent.

Leonardo F. Brito, P.A.

By:   
Name: Leonardo F. Brito  
Title: President

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