

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : MISHAN, SLOTO, & GREENBERG, P.A.
Account Number : 073330003137
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LIMITED LIABILITY COMPANY

INTERAMERICANA, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
INTERAMERICANA, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is INTERAMERICANA, LLC.

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State and shall be perpetual, unless terminated by the unanimous written agreement of all members.

ARTICLE III

PURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

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This instrument prepared by:

ANA C. HARRIS, ESQUIRE

Florida Bar No: 705403

MISHAN, SLOTO, GREENBERG, & HELLINGER, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33134

(305) 379-1792

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ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability company is

4995 N.W. 72nd Avenue
Suite 302
Miami, Florida 33166-5620

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Blvd., Suite 2350, Miami, Florida 33131, and the name of the registered agent of this company at that address is Ana Cela Harris, Esq.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the majority in interest of the existing Members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining Members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

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ARTICLE VIIIMANAGEMENT OF COMPANY

The business of the Company shall be managed by one Manager. The Manager shall hold the offices and have the responsibilities accorded to him by the members and set out in the operating agreement but shall be limited by Article IX hereof. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until his successor is elected and qualified, is:

Julio Vicente Schneider
15555 Miami Lakeway North
Unit 102
Miami, Florida 33014

ARTICLE IXRESTRICTION ON MANAGER

The Manager shall NOT have the power and authority to do any of the following, without the prior written consent of the Members:

- (a) To acquire and sell real property;
- (b) To borrow money for the Company;
- (c) To hypothecate, encumber, mortgage, or grant security interests in the assets of Company;
- (d) To sell or otherwise dispose of all or substantially all of the assets of Company;
- (e) To make an assignment for the benefit of creditors of Company, file a voluntary petition in bankruptcy or appoint a receiver for Company;
- (f) To enter into agreements and contracts having a value in excess of \$50,000.00 per transaction or \$100,000.00 in the aggregate of all such transactions;
- (g) To lease real property for a term longer than five years.

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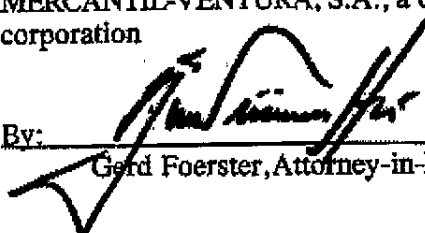
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IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this ____ day of August, 2000.

MERCANTIL-VENTURA, S.A., a Uruguayan corporation

By:


Gerd Foerster, Attorney-in-Fact

ACCEPTANCE OF REGISTERED AGENT

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

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 15 day of August, 2000


Ana Cela Harris

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