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Katherine Harris, Secretary of State

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: G&S PARTNERS, LLC
REF: W00000027391

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The document must contain both the street address of the principal office and the mailing address of the entity.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

FOR

G&S PARTNERS, LLC

ARTICLE I. - NAME

The name of this Limited Liability Company ("Company") shall be:

G&S PARTNERS, LLC

ARTICLE II. - ADDRESS

The principal and mailing address
of the Company is: c/o Guillermo J. Socarras, 1717 N. Bayshore
Drive, #3546, Miami, Florida 33132.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to
law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by its Manager; the name and address of such Manager
is:

Name: Guillermo J. Socarras

Address: 1717 N. Bayshore Drive, #3546
Miami, Florida 33132

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of
the admissions shall be: new members may be admitted from time to time and upon such terms
and conditions as shall be determined by a unanimous vote of the holders of all of the
Membership Interests.

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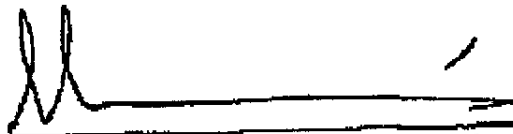
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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

THE PARTY HERETO HAS EXECUTED THESE ARTICLES OF ORGANIZATION
AS OF THE 13TH DAY OF NOVEMBER, 2000



Signature of a member or an authorized representative of a member.

Guillermo J. Socarras
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: **G&S PARTNERS, LLC**
2. The name and the Florida street address of the registered agent are:

PEDRO A. MARTIN, ESQ.
NAME

Greenberg, Traurig, P.A.
1221 Brickell Avenue, Suite 2100
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the 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.


SIGNATURE

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