

Division of Corporations

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LIMITED LIABILITY COMPANY
TURISMO MASO INTERNACIONAL (USA), LC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2000

GUNSTER YOAKLEY ETAL

SUBJECT: TURISMO MASO INTERNACIONAL (USA), LC
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ARTICLES OF ORGANIZATION
OF
TURISMO MASO INTERNACIONAL (USA), LC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is TURISMO MASO INTERNACIONAL (USA), LC (the "Company"). The English translation is: International Maso Tourism (USA), LC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Boulevard, One Biscayne Tower, Suite 3400, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 710430

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is Seven Hundred Fifty Dollars (\$750.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

(a) Manager Managed. This company shall be managed by a Board of Managers. There shall initially be one (1) Manager. The number of Managers may be increased or decreased, as provided in the Company's Regulation and Operating Agreement.

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(b) Initial Manager. The name and street address of the initial manager of the company is:

NameStreet Address

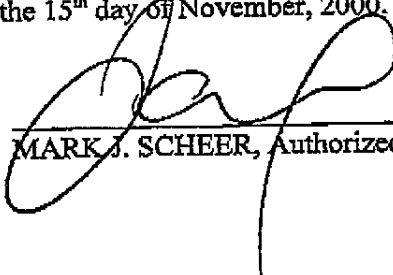
ESTEBAN J. TORBAR

2 South Biscayne Blvd., Ste 3400
Miami, Florida 33131

Article XI
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization the 15th day of November, 2000.

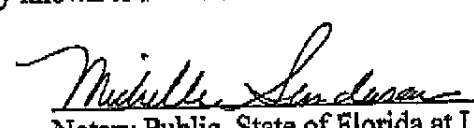

MARK J. SCHEER, Authorized Representative

STATE OF FLORIDA)

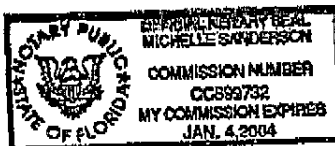
) SS.:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15 day of November, 2000, by MARK J. SCHEER, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheer, Vice President

Dated: November 15th, 2000.

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VALDES FAULI, FLORIDA