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

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LIMITED LIABILITY COMPANY

Suttonwood Holdings, LC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Suttonwood Holdings, LC

Article II. Address

The Company's street and mailing address is:

Suttonwood Holdings, LC
145 Madeira Avenue
Suite 310
Coral Gables FL 33134

EFFECTIVE DATE
12-5-00

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Article III. Registered Agent

The name and street address of the Company's registered agent is:

Raul J. Sanchez De Varona
145 Madeira Avenue
Suite 310
Coral Gables FL 33134

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.

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
145 Madeira Avenue
Suite 310
Coral Gables FL 33134
305-443-8600
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Article V. Management

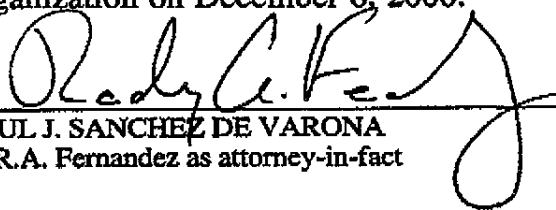
This will be a manager-managed company. The name of each manager is:

Miguel Angel Barbagallo

Article VI. Company Existence

The Company's existence shall begin effective as of December 5, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on December 6, 2000.



RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

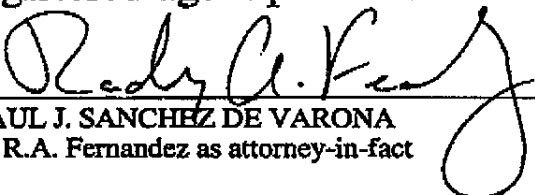
Suttonwood Holdings, LC

REGISTERED AGENT/OFFICE:

Raul J. Sanchez De Varona
145 Madeira Avenue
Suite 310
Coral Gables FL 33134

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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.



RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

Date: December 6, 2000

Raul J. Sanchez De Varona | FL Bar Member 0844731
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