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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4003

From:  
Account Name : RICARDO MARTINEZ-CID, P.A.  
Account Number : 076640001666  
Phone : (305) 859-7494  
Fax Number : (305) 858-2513

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**LIMITED LIABILITY COMPANY****LAFARGUE LEASING & FINANCIAL LLC**

Certificate of Status	1
Certified Copy	1
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H00000063643 1

**LAFARGUE LEASING & FINANCIAL LLC**  
ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

**ARTICLE I - Name:**

The name of the Florida Limited Liability Company is:

**LAFARGUE LEASING & FINANCIAL LLC**, hereinafter designated  
the "Limited Liability Company."

**ARTICLE II - Address:**

The mailing address and the street address of the principal office  
of the Limited Liability Company is:

LAFARGUE LEASING & FINANCIAL LLC  
c/o Enrique Lizarraga  
501 Brickell Key Drive, Unit 205  
Miami, Florida 33131.

**ARTICLE III - Registered Agent, Registered Office, & Registered  
Agent's Signature:**

The name and the Florida address of the registered agent of the  
Limited Liability Company are:

Enrique Lizarraga  
501 Brickell Key Drive, Unit 205  
Miami, Florida 33131.

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

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Having been named as registered agent and to accept service of process for the 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 as provided in Chapter 608, Florida Statutes.

  
Enrique Lizarraga

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V - Initial Managers and Duties:**

The Limited Liability Company shall initially have three (3) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but shall never be less than one (1). The initial managers of the Limited Liability Company are Ricardo A. Paris of 501 Brickell Key Drive, Unit 205, Miami, Florida 33131, who shall also serve as president, Jorge I. Lizarraga of 501 Brickell Key Drive, Unit 205, Miami, Florida 33131, who shall also serve as secretary, and Enrique Lizarraga, of 501 Brickell Key Drive, Unit 205, Miami, Florida 33131, who shall also serve as treasurer and vice president.

**ARTICLE VI - Scope of Managers' Authority:**

Each Manager of the Limited Liability Company, may by his/her sole signature, alone or joined by other Manager, if any, exercise the broadest powers granted by law, including, without limitation,

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except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

**ARTICLE VII - Transferability of Member's Interest:**

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the managers of the Limited Liability 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.

**ARTICLE VIII - Nature of Business and Purpose:**

The Limited Liability Company is organized to provide quality local and international leasing and financial services, headquartered in South Florida, using the Word Wide Net, and for all other lawful businesses.

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**ARTICLE IX. Beginning of Limited Liability Company Existence:**

The Limited Liability Company's existence shall begin effective as of the date this Articles of Organization are filed with the Florida Secretary of State.

**ARTICLE X - Duration:**

The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

**ARTICLE XI - Dissolution:**

The Limited Liability Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

**ARTICLE XII - Percentage Interest: Membership Certificate:**

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

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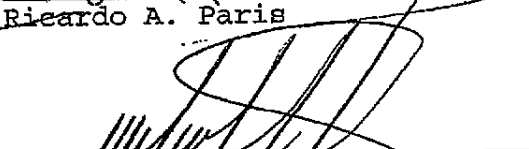
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this December 6, 2000, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.

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Ricardo A. Paris

  
Jorge I. Lizarraga


  
Enrique Lizarraga

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

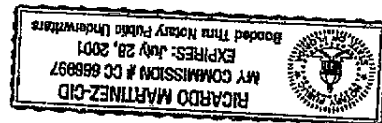
STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Ricardo A. Paris, Jorge I. Lizarraga and Enrique Lizarraga, who are either personally known to me or provided their Florida Driver's licenses as identification, and they acknowledged before me that they executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this December 6, 2000.

  
NOTARY PUBLIC / STATE OF FLORIDA

Ricardo Martinez-Cid, P.A.  
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**LAFARGUE LEASING & FINANCIAL LLC  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:

**LAFARGUE LEASING & FINANCIAL LLC**, hereinafter  
designated the "Limited Liability Company."

2. The name and the Florida street address of the registered  
agent of the Limited Liability Company are:

Enrique Lizarraga  
501 Brickell Key Drive, Unit 205  
Miami, Florida 33131.

Having been named as registered agent and to accept service of  
process for the 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 as  
provided in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Enrique Lizarraga

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