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MACINTER CORPORATION

PAGE 02

Division of Corporations

Page 1 of 2

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## LIMITED LIABILITY COMPANY

### X- POWERSPORT

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p1 /1

PAGE 01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 22, 2001

MACINTER CORPORATION

SUBJECT: X-POWERSPORT  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

The Undersigned authorized representative(s) for the purpose of forming a limited liability company under the Florida Limited Company Act, Chapter 608, F.S, hereby adopt(s) the following articles of organization.

**Article I - Company Name**

**X-POWERSPORT L.L.C.**

The *street address* of the principal office of this limited liability company in the State of Florida shall be 7100 NW. 50 STREET MIAMI, FL 33166, and the *mailing address* shall be 7100 NW. 50 STREET MIAMI, FL 33166  
The members may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

**Article II Term of Existence**

The company's existence shall terminate not later than December 31,2021 unless dissolved according to Florida Law.

**Article III - Nature of Business**

This company may engage or transact in any lawful activities permitted under the laws of the United States, the State of Florida, any other state, country, territory or nation.

MACINTER CORPORATION  
15279 NW. 7th. STREET  
Pembroke Pines, Fl 33028  
Ph. (954) 731-7848- Fax (954) 731-7242  
E-mail: macinter@aol.com

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**H01000028197 1****Article IV - Capital Contribution**

The initial cash contribution subscribed to be contributed by members of the company is ONE THOUSAND AND 0/00 (\$1,000.00) DOLLARS in cash, and the company initially has at least two members.

<u>NAME</u>	<u>OWNERSHIP</u>	<u>CAPITAL CONTRIBUTION</u>
JORGE AREVALO	50%	\$500.00
JINTRADE USA, INC	50%	\$500.00

**Article V - Organizer**

The name(s) and street address(es) of the authorized organizer(s) to these articles of organization is(are):

Miguel A. Curci  
15279 NW. 7 STREET  
Pembroke Pines, Fl 33028

MACINTER CORPORATION  
15279 NW. 7th. STREET  
Pembroke Pines, Fl 33028  
Ph. (954) 731-7848- Fax (954) 731-7242  
E-mail: [macinter@aol.com](mailto:macinter@aol.com)

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**Article VI - Registered Office and Registered Agent**

The initial address of registered office of this Company is MACINTER CORPORATION, located at 5440 N. STATE RD 7, SUITE 218 FORT LAUDERDALE, FL 33319. The name and address of the registered agent of this Corporation is MACINTER CORPORATION., 5440 N STATE RD 7 SUITE 218 FORT LAUDERDALE , FL 33319.

**Article VII - Members**

The name(s) of the initial member(s) is (are):

JORGE AREVALO  
JINTRADE USA, INC.

**Article VIII - Management**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager- managed company. The names and addresses of the managers of the company are as follows:

JUAN CAMILO VILLEGAS (GENERAL MANAGER)  
7100 NW. 50<sup>TH</sup> STREET.  
MIAMI, FL 33166

JORGE AREVALO (MANAGER)  
7100 NW. 50<sup>TH</sup> STREET.  
MIAMI, FL 33166

MACINTER CORPORATION  
15279 NW. 7th. STREET  
Pembroke Pines, Fl 33028  
Ph. (954) 731-7848- Fax (954) 731-7242  
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**Article IX- Admission of new members**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**Article X – Termination of Existence**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

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**Article XI- Amendment**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon members in these Articles of Organization or any amendment hereto are granted subject to this reservation.

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IN WITNESS WHEREOF, The undersigned authorized representative(s)  
have executed these articles of organization this March 16, 2001

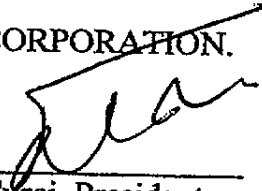
  
\_\_\_\_\_  
Miguel A. Curci  
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF ORGANIZATION

MACINTER CORPORATION, having a business office identical with the  
registered office of the Corporation name above, and having been designated  
as the Registered Agent in the above and foregoing Articles of Organization,  
is familiar with and accepts the obligations of the position of Registered  
Agent under the applicable provisions of the Florida Statutes.

MACINTER CORPORATION.

By   
\_\_\_\_\_  
Miguel A. Curci, President  
Date: March 16, 2001

MACINTER CORPORATION  
15279 NW. 7th. STREET  
Pembroke Pines, FL 33028  
Ph. (954) 731-7848- Fax (954) 7317242  
E-mail: [macinter@aol.com](mailto:macinter@aol.com)

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