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Florida Department of State
Division of Corporations
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From:
Account Name : JORGE L. FORS, P.A.
Account Number : I20000000261
Phone : (305) 448-5977
Fax Number : (305) 446-1898

AL

LIMITED LIABILITY COMPANY

AMAZONIA SERVICES, INC.

Certificate of Status	1
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Mar. 27. 2001 10:06AM ATTYS AT 1108 PONCE 305/446-1898



Bolivarian Republic
of Venezuela)
City of Caracas) ss
Embassy of the)
United States of America)

No. 6118 P. 2/10

H010000306380

ARTICLES OF ORGANIZATION OF AMAZONIA SERVICES, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be Amazonia Services, LLC, and its principal place of business shall be 2510 N.W. 97th Avenue, Suite 100, Miami, Florida 33172, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and

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Filed By:

JORGE L. FORS, P.A., JORGE L. FORS, ESQ. FL BAR # 347 647
1108 Ponce de Leon Blvd., Coral Gables, FL 33134, (305) 448-5977

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in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE IV LIMITED LIABILITY COMPANY POWERS, MANAGEMENT AND REGULATIONS

This limited liability company shall be managed by one or more managers to be elected by the members and is, therefore, a manager-managed company. The names and addresses of the persons who shall serve as managers until the organizational meeting of members or until their successors are elected and qualify are as follows:

Manuel Pares, 2510 N.W. 97 Ave., Suite 100, Miami, FL 33172

Manuel Oyarzabal, 2510 N.W. 97 Ave., Suite 100, Miami, FL 33172

This article may be amended from time to time in the regulations of the limited liability

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company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

ARTICLE V DURATION

This limited liability company shall exist until the date 30 years from the date of filing these Articles of Organization with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal of office of this limited liability company shall be located at 2510 N.W. 97th Avenue, Suite 100, Miami, Florida 33172. The mailing address of the limited liability company is 2510 N.W. 97th Avenue, Suite 100, Miami, Florida 33172.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the limited liability company is Jose Ignacio Martinez, whose address is 2510 N.W. 97th Avenue, Suite 100, Miami, Florida 33172.

ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations of the company or a written agreement among the members.

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Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE IX
RECITATIONS

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Amazonia Proyectos, LLC; that the company has at least two members.

Executed by the undersigned on 13 MAR. 2001, 2000.

AMAZONIA PROYECTOS, C.A.
a Venezuela corporation

By: [Signature]
Name: Manuel Paus / Manuel Ospinal
Title: Director / Director

BEFORE ME, a notary public authorized to take acknowledgments, personally appeared _____ of AMAZONIA PROYECTOS, C.A., known to me or who produced as identification _____ and known by me to be the person who executed the foregoing Articles of Organization, and he/she acknowledged before me that he/she executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this _____ day of _____, 2000.

Seal

Name: _____

Executed by the undersigned on _____, 2000.

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CORPORATE ACKNOWLEDGMENT CERTIFICATE

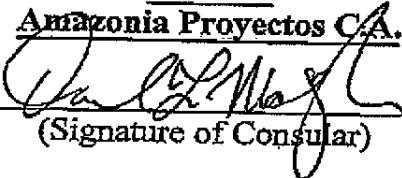
Bolivarian Republic)
of Venezuela)
City of Caracas)ss.
Embassy of the)
United States of America)

I certify that on this day the corporate officer identified in the annexed instrument appeared before me and acknowledged to me that the instrument was executed freely and voluntarily.

Manuel Pares

Director

Amazonia Proyectos C.A.


(Signature of Consular)

Daniel F. McCullough

(Type Name of Consular Officer)

Vice Consul of The United States of America

(Title of the Consular Officer)

March 13, 2001

(Date)

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CORPORATE ACKNOWLEDGMENT CERTIFICATE

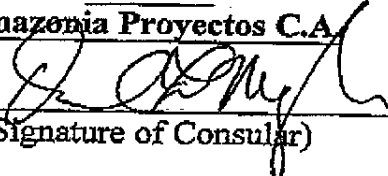
Bolivarian Republic)
of Venezuela)
City of Caracas)ss.
Embassy of the)
United States of America)

I certify that on this day the corporate officer identified in the annexed instrument appeared before me and acknowledged to me that the instrument was executed freely and voluntarily.

Manuel Oyarzabal

Director

Amazonia Proyectos C.A.


(Signature of Consular)

Daniel F. McCullough

(Type Name of Consular Officer)

ViceConsul of The United States of America

(Title of the Consular Officer)

March 13, 2001

(Date)

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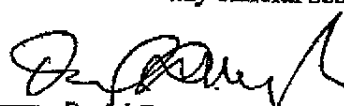
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Manuel Pares

BEFORE ME, a notary public authorized to take acknowledgments, personally appeared Manuel Pares, known to me or who produced as identification _____ and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal on this ____ day of 13 MAR. 2001, 2000.

Seal


Name: Daniel F. McCullough
Vice Consul of The
United States of America

Executed by the undersigned on 13 MAR. 2001, 2000


Manuel Oyarzabal

BEFORE ME, a notary public authorized to take acknowledgments, personally appeared Manuel Oyarzabal, known to me or who produced as identification _____ and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal on this ____ day of 13 MAR. 2001, 2000.

Seal


Name: Daniel F. McCullough
Vice Consul of The
United States of America

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No. 6118 P. 10/10

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AMAZONIA SERVICES, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: AMAZONIA SERVICES, LLC, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE IGNACIO MARTINEZ LOCATED AT 2510 N.W. 97th AVENUE, SUITE 100, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]

TITLE MANAGER

DATE MAR 13 2000

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]

JOSE IGNACIO MARTINEZ

DATE 08/21/00

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TALLAHASSEE, FLORIDA

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