

L01000005/33

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003253
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

SYNCONSULT, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
Certified Copy	1
Page Count	07
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H 01000033175
ARTICLES OF ORGANIZATION
OF

SYNCONSULT, L.L.C

ARTICLE I

The name of the limited liability company ("Company") is
SYNCONSULT, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is:
1320 South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

ARTICLE III - DURATION

The period of duration for the Company is perpetual beginning on the date these
Articles of Organization are filed by the Florida Department of State.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is
Stuart J. Edelman, Esq.. The address of Company's registered office in Florida is 1320
South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

ARTICLE V - MANAGEMENT

The company is to be managed by the members. Each managing member is
identified as follows:

Jose Morales Perez, whose address is
Plaza Central, 3er. Nivel Suite 357
Santo Domingo, Republica Dominicana.

Jose Alberto Herreras Espino, whose address is
Nunez de Caceres 312, Sector El Millon
Santo Domingo, Republica Dominicana.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only upon the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the Company.

ARTICLE VIII - ADDITIONAL PROVISION

The power to adopt, alter, amend, repeal the regulations of the Company is vested entirely in the managing members listed in Article V.

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the Company are:



Jose Morales Perez

Address:
Plaza Central, 3er. Nivel, Suite 357
Santo Domingo, Republica Dominicana



Jose Alberto Herreras Espino

Address:
Nunez de Caceres 312, Sector Millon
Santo Domingo, Republica Dominicana

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida on this 2nd day of April 2001.

Jose Morales Perez

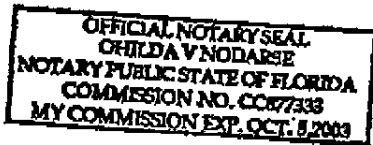
Jose Alberto Herreras Espino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE MORALES PEREZ who has produced identification. Type of identification produced: 004856

(SEAL)



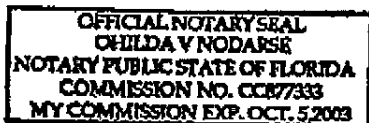
Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE ALBERTO HERRERAS ESPINO who has produced identification. Type of identification produced: 00035644

(SEAL)



Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

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TALLAHASSEE, FLORIDA

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



Jose Morales Perez



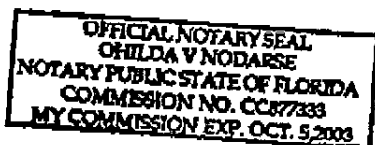
Jose Alberto Herreras Espino

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE MORALES PEREZ who has produced identification. Type of identification produced:

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(SEAL)



Childa V. Nodarse
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Florida at Large

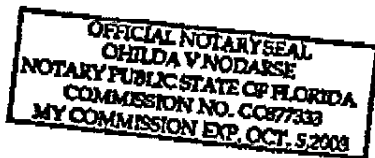
Childa V. Nodarse
Print Name

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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE
ALBERTO HERRERAS ESPINO who has produced identification. Type of identification
produced: 00035044

(SEAL)



Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes Section 608-415 or 608.507, the undersigned Limited Liability Company submits the following statement in designation the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is SYNCONSULT, L.L.C..
2. The name and address of the registered agent and office is : Stuart J. Edelman, Esq., 1320 South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

Having been named as registered agent and to accept service of process for the above-named 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 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.

DATED: 4/2/01


Stuart J. Edelman, Esq.

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TALLAHASSEE, FLORIDA

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Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

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Santo Domingo, Republica Dominicana.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Jose Morales Perez

Jose Alberto Herreras Espino

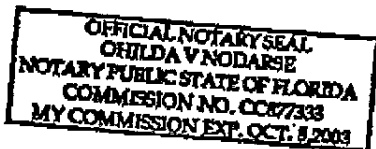
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS:

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE MORALES PEREZ who has produced identification. Type of identification produced: 004856

(SEAL)



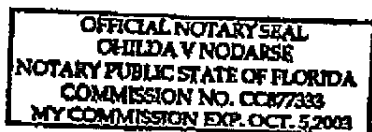
Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS:

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE ALBERTO HERRERAS ESPINO who has produced identification. Type of identification produced: 00035644

(SEAL)



Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

H 01000033175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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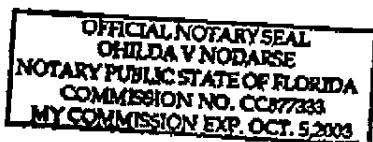

Jose Morales Perez

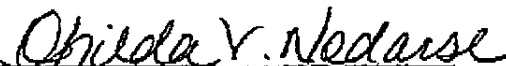

Jose Alberto Herreras Espino

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE MORALES PEREZ who has produced identification. Type of identification produced:
004856

(SEAL)




Notary Public, State of
Florida at Large

Ohilda V. Nodarse
Print Name

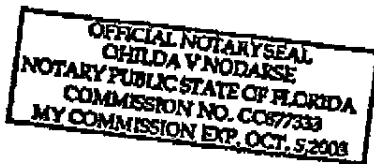
H 01000033175

H 01000033175

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me on this 2nd day of April, 2001 by JOSE ALBERTO HERRERAS ESPINO who has produced identification. Type of identification produced: 00035044

(SEAL)



Childa V. Nodarse
Notary Public, State of
Florida at Large

Childa V. Nodarse
Print Name

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TALLAHASSEE, FLORIDA

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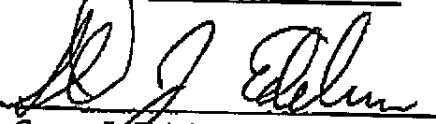
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DATED: 4/2/01


Stuart J. Edelman, Esq.

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