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## LIMITED LIABILITY COMPANY

**KOLOSH USA, L.L.C.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
KOLOSH USA, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I : NAME**

The name of the Limited Liability Company shall be Kolosh USA, L.L.C. (hereinafter referred to as the "Company").

**ARTICLE II : ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

1501 N.W. 29th Street  
Miami, Florida 33142

**ARTICLE III : DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided for in these Articles or in the Company's Regulations.

**ARTICLE IV : REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is:

Jay R. Tome, Esquire  
2701 Ponce de Leon Boulevard  
Mezzanine Level  
Coral Gables, Florida 33134

**ARTICLE V : CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company cash, property, or any other form of contribution allowed under the Florida Limited Liability Company Act, Fla. Statute Chapter 608.

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#### **ARTICLE VI : ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only upon the unanimous consent of the Members, unless otherwise provided in the Company's Regulations.

#### **ARTICLE VII : ADMISSION OF NEW MEMBERS**

Except as otherwise provided in the Company's Regulations, additional Members shall be admitted into the Company only with the unanimous written consent of the Members of the Company, and on such terms and conditions as shall be determined by the Members.

#### **ARTICLE VIII : TRANSFERABILITY OF INTEREST**

A Member may transfer its 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 of the Company unless the Members of the Company, other than the Member proposing to dispose of his/her/its interest, approve the transferee's admission into the Company as a Member, by unanimous written consent.

#### **ARTICLE IX: TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a Member 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 unanimous consent of the remaining Members, or Member.

#### **ARTICLE X: MANAGEMENT**

The Company shall be a manager-managed company and the Members shall establish a Board of Managers of the Company, in accordance with Regulations adopted by the Members, for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization and the power to amend, modify, repeal, or alter the Company's Regulations shall be vested in the Members. The name and address of the Managers who make up the Initial Board of Managers of the Company are:

- (1) Romeu Lehnen  
1501 N.W. 29<sup>th</sup> Street  
Miami, Florida 33142
- (2) Janete T. Lehnen  
1501 N.W. 29<sup>th</sup> Street  
Miami, Florida 33142

- (3) Paulo Alberto Pandolfo  
1501 N.W. 29th Street  
Miami, Florida 33142
- (4) Bruno Waldemir Kuhn  
1501 N.W. 29th Street  
Miami, Florida 33142
- (5) Freddy Hernandez  
1501 N.W. 29th Street  
Miami, Florida 33142
- (6) Tom Thompson  
1501 N.W. 29th Street  
Miami, Florida 33142
- (7) Luis Augusto Cardoso  
1501 N.W. 29th Street  
Miami, Florida 33142

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed  
these Articles of Organization at Miami-Dade County, Florida, on this 11<sup>th</sup> day of  
April, 2001.

JAY R. TOMÉ, ESQUIRE  
Name of Legal Counsel and Authorized Representative  
For Member: Freddy Hernandez

Jay R. Tome, Esq.  
Signature of Applicant

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Sworn to (or affirmed) and subscribed before me this 11<sup>th</sup> day of April, 2001, by Jay R.  
Tomé, Esquire.

*[Signature]*  
Notary Public -- State of Florida

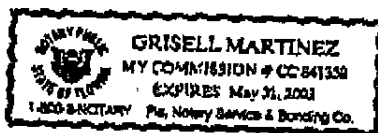
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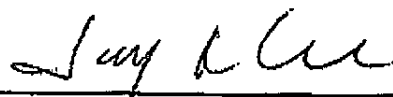
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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Kolosh USA, L.L.C., as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.

  
\_\_\_\_\_  
Name of Registered Agent:  
Jay R. Tomé, Esquire  
2701 Ponce de Leon Boulevard  
Mezzanine Level  
Coral Gables, Florida 33134

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