

# L0/00000 7434

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To:  
Division of Corporations  
Fax Number : (850) 205-0383

EFFECTIVE DATE  
5-9-01

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

**LIMITED LIABILITY COMPANY**  
**WATERFALL INVESTMENTS LC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
WATERFALL INVESTMENTS LC

### Article II. Address

The Company's street and mailing address is:  
WATERFALL INVESTMENTS LC  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

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### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Luis Agramunt  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the 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.

Juris Magister Corporate Services  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131  
305-373-5802

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

RANDALL WOODWARD  
1221 Brickell Avenue, Suite 1100 Miami FL 33131

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Article VI. Capital

The initial amount of capital to be contributed to the Company is \$10,000.00.

Article VII. Company Existence

The Company's existence shall begin effective as of May 9, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on May 10, 2001.

  
JURIS MAGISTER CORPORATE SERVICES

by J.A. Fine as attorney-in-fact

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Miami FL 33131  
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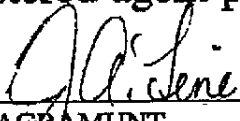
## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
**WATERFALL INVESTMENTS LC**

REGISTERED AGENT/OFFICE:  
**Luis Agramunt**  
**1221 Brickell Avenue, Suite 1100**  
**Miami FL 33131**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
LUIS AGRAMUNT  
by J.A. Fine as attorney-in-fact

Date: May 10, 2001

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Miami FL 33131  
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