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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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LIMITED LIABILITY COMPANY

BLUE SPIRIT, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
BLUE SPIRIT, L.L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company tact, hereby establishes the following:

**ARTICLE I - NAME**

The name of the limited liability company is: BLUE SPIRIT, L.L.C.

**ARTICLE II - DURATION**

The duration of the limited liability company is perpetual unless sooner dissolved as Provided by statute.

**ARTICLE III - PURPOSE**

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

**ARTICLE IV - PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the limited liability company shall be in Miami-Dade County at: 9010 SW 137 Avenue Suite # 206, Miami Florida 33186

**ARTICLE V - REGISTERED AGENT AND STREET ADDRESS**

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

Mario L Guzman  
9010 Southwest 137<sup>th</sup> Avenue  
Suite # 206  
Miami, Florida 33186

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**ARTICLE VI – INITIAL MEMBERSHIP**

The names of the initial members of the limited liability company and their addresses are as follow

Federico José Estrada  
Edison 1780, Martinez, Pcia. Buenos Aires (1640)  
Republica Argentina

Fabian Alejandro Turnes  
Zufriategui 925, Vicente Lopez, Pcia. Buenos Aires (1638)  
Republica Argentina

Giovanni Zuccarello  
Via Magna Grecia 2, Tremestiere Etnea, Catania (95030)  
Italia

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**ARTICLE VII – ADMISSION OF ADDITIONAL MEMBERS**

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation

**ARTICLE VIII - CAPITALIZATION**

The Members will outline their capital contributions under a separate agreement.

**ARTICLE IX – ADDITIONAL LIABILITY OF MEMBERS**

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding the same.

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**ARTICLE X – CONTINUITY**

The remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

**ARTICLE XI – MANAGEMENT**

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managing Partner according to the provisions of the operating agreement entered into between the Managing Partner and Members of the limited liability company. The name and address of the initial Managing Partner of the Company are:

Federico Jose Estrada  
Edison 1780, Martinez, Pcia. Buenos Aires (1640)  
Republica Argentina

Fabian Alejandro Turnes  
Zufriategui 925, Vicente Lopez, Pcia. Buenos Aires (1638)  
Republica Argentina

Giovanni Zuccarello  
Via Magna Grecia 2, Tremestiere Etnea, Catania (95030)  
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true.

Dated this 29th day of May, 2001



Federico Jose Estrada  
President and Chief Executive Officer

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BLUE SPIRIT, L.L.C.
2. The name and street address of the registered agent are:

Mario L. Guzman  
9010 Southwest 137<sup>th</sup> Avenue  
Suite # 206  
Miami, Florida 33186

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above states limited liability company at the place designated in the 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date this 29<sup>th</sup> day of May, 2001



Mario L. Guzman, Registered Agent

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SECTION 608.415  
TALLAHASSEE, FLORIDA

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