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RAFFERTY, GUTIERREZ & SANCHEZ ABALLI

TEL: 305 373 2735

P. 001/006

Division of Corporations

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## Florida Department of State

Division of Corporations

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Account Name : RAFFERTY, GUTIERREZ, SANCHEZ ABALLI  
Account Number : I20000000207  
Phone : (305) 373-0330  
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**LIMITED LIABILITY COMPANY**

**CP CAPITAL LLC**

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**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I**

**NAME**

The name of the Limited Liability Company is:

**CP CAPITAL LLC**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability  
Company is:

1000 Brickell Avenue, Suite 900  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

William L. Rafferty, Jr.  
Rafferty, Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A.  
1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

**ARTICLE IV**

**PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any  
lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the  
Statutes of the State of Florida.

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**ARTICLE V**  
**DURATION**

The Limited Liability Company shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**MANAGEMENT**

The Limited Liability Company is to be managed by a manager or managers and is, therefor, a manager-managed company. The name and address of such manager is as follows:

Harold L. Connell  
1000 Brickell Avenue, Suite 900  
Miami, Florida 33131

**ARTICLE VII**  
**ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted by the unanimous vote of the members and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

**ARTICLE VIII**  
**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

**ARTICLE IX**  
**INDEMNIFICATION**

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in

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settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

  
William L. Rafferty, Jr., Authorized Representative

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
CP CAPITAL LLC**

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

1. The name of the limited liability company is:

CP CAPITAL LLC

2. The name and address of the registered agent and office is:

William L. Rafferty, Jr.  
Rafferty, Gutiérrez, Sánchez-Aballí, Stolzenberg & Gelles, P.A.  
1101 Brickell Avenue, Suite 1400  
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above-stated 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
William L. Rafferty, Jr.

Date: July 11, 2001

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