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REFERENCE : 229235 7273689

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 160.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 19, 2001

ORDER TIME : 3:19 PM

ORDER NO. : 229235-020

CUSTOMER NO: 7273689

CUSTOMER: Mr. Cecil D'aguiar
Cecil D' Aguilar

4141 Nw 5th Street
Suite 100
Fort Lauderdale, FL 33317

BK

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SUFFICIENCY OF FILING
10:00 AM
FILING

DOMESTIC FILING

NAME: MATRIX INTERNATIONAL HOLDINGS, L.L.C.

EFFECTIVE DATE:

501A00042443
(Signature)

☐ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☒ ARTICLES OF ORGANIZATION

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
MATRIX INTERNATIONAL HOLDINGS, L.L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is Matrix International Holdings, L.L.C. (the "Company".)
2. **Duration.** This Limited company shall exist perpetually until dissolved in a manner provided by the law or as provided in the regulations adopted by the members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Paula S. D'Aguilar; the street address of the initial registered agent of the Company is 4337 W. Sunrise Blvd., Plantation, Florida 33313.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 4337 W Sunrise Blvd, Plantation, Florida 33313.
6. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as function of changes in their capital account balances.
7. **Operating Agreement; Member's Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with the law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of the members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a member's agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.
8. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

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9. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by vote of all the remaining members or otherwise as may be provided in any Members' Agreement.
10. **Certification Interest.** The member's membership interests in the Company may be evidenced by certificates.

The undersigned, as a member of the Company, executed these Articles of Organization effective as of the 13th day of July 2001.

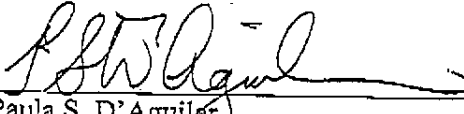
By: Glendon Tellez
Glendon Tellez - Member / General Manager

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TALLAHASSEE, FLORIDA

Matrix International Holdings, L.L.C.**ACCEPTANCE TO SERVE AS REGISTERED AGENT**

The undersigned, Paula S. D'Aguilar, having been named as registered agent and to accept service of the process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents 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 duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S.

Dated this ____ day of July, 2001


Paula S. D'Aguilar

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