

Division of Corporations

**L01000012498**

Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**  
**CUBEL HOLDINGS LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
CUBEL HOLDINGS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company is Cubel Holdings LLC (the "Company").

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**ARTICLE II  
DURATION**

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be perpetual, unless the Company is dissolved as provided for by law, by these Articles of Organization or in the Operating Agreement of the Company.

**ARTICLE III  
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 400 Alesio Avenue, Coral Gables, FL 33134.

**ARTICLE IV  
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers that a limited liability company may have under the laws of the State of Florida.

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**ARTICLE V**  
**NAME AND ADDRESS OF**  
**INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are:

John S. Fletcher  
Morgan, Lewis & Bockius LLP  
5300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2339

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A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE VI**  
**ADMISSION OF NEW MEMBERS**

Members of the Company shall have the right to admit additional members to the Company upon such terms and conditions as shall be determined by the members of the Company.

**ARTICLE VII**  
**TERMINATION OF EXISTENCE**

The death, retirement, resignation, expulsion, termination of employment by the Company, conviction of a crime, bankruptcy or dissolution of a Member shall not dissolve the Company unless a majority in interest of the remaining Members consents to dissolve the Company.

**ARTICLE VIII**  
**MANAGEMENT**

The Company shall be member managed in accordance with the regulations of the Company. Initially, there shall be two members of the Company. Thereafter, the number of members shall be determined as provided in the regulations of the Company. The members shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial members who are to serve as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

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<u>Name</u>	<u>Address</u>
Yves C. van den Branden	400 Alesio Avenue Coral Gables, Florida 33134
Vivianne L. van den Branden	400 Alesio Avenue Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 27th day of July, 2001.

  
 \_\_\_\_\_  
 JOHN S. FLETCHER

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**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Cubel Holdings LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: July 27, 2001.

Registered Agent

  
JOHN S. FLETCHER

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