



L0100 0016275

ACCOUNT NO. : 072100000032

REFERENCE : 565103 4336650

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pigato

ORDER DATE : September 21, 2001

ORDER TIME : 12:08 PM

ORDER NO. : 565103-005

CUSTOMER NO: 4336650

100004604771--7

CUSTOMER: Ms. Marlene Francisco
Baker & Mckenzie

19th Floor
1200 Brickell Avenue
Miami, FL 33131

RECEIVED

01 SEP 21 PM 4:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

RF BROTHERS INVESTMENTS, LLC

EFFECTIVE DATE: _____

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP 21 AM 8:24

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JD
9-24-01

ARTICLES OF ORGANIZATION
OF
RF BROTHERS INVESTMENTS, LLC
a Florida limited liability company

1. The name of this limited liability company is **RF BROTHERS INVESTMENTS, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

1200 Brickell Ave. Suite 1900 (CLH)
Miami, Florida 33131

4. The name and address of the registered agent of the Company is:

Corporation Service Company
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301-2607

5. The Company is to be managed by its managers.
6. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's operating agreement shall be vested in the Company's members.

01 SEP 21 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

7. The Company shall indemnify any and all of its managers, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as a manager, officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a manager, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned members of **RF BROTHERS INVESTMENTS, LLC**, have executed these Articles of Organization this 17th day of September, 2001,

MEMBER:


Alejandro Jorge Rodriguez Fernandez

APPROVED
FILED

01 SEP 21 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **RF BROTHERS INVESTMENTS, LLC**, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Corporation Service Company

By: Laura R. Dunlap

Laura R. Dunlap
as its agent

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01 SEP 21 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA