

L02000000/328

1/16/02 3:31 PM

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000015884 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 16

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

NADAL USA, L.C.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 17 AM 7:37

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H02000015884

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
NADAL USA, L.C.

Article II. Address

The Company's street and mailing address is:
NADAL USA, L.C.
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 16

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

H02000015884

H02000015884

Article V. Management

This will be a member-managed company. The name and address of each member is:

ENRIQUE ASUNCION
1221 Brickell Avenue, Suite 1100 Miami FL 33131
MARTIN SWAN
1221 Brickell Avenue, Suite 1100 Miami FL 33131

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 16

Article VI. Capital

The initial amount of capital to be contributed to the Company is \$10,000.00.

Article VII. Company Existence

The Company's existence shall begin effective as of January 16, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on January 16, 2002.



JURIS MAGISTER CORPORATE SERVICES

Luis Agramunt President

by J.A. Fine as attorney-in-fact

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

H02000015884

-H02000015884

STATEMENT OF REGISTERED AGENT

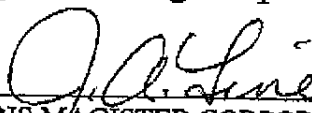
LIMITED LIABILITY COMPANY:
NADAL USA, L.C.

REGISTERED AGENT/OFFICE:
Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 16

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JURIS MAGISTER CORPORATE SERVICES
Luis Agramunt, President
by J.A. Fine as attorney-in-fact

Date: January 16, 2002

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

H02000015884