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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305)634-3694
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LIMITED LIABILITY COMPANY

BHW SOLUTIONS, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2002

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SUBJECT: BHW SOLUTIONS, L.L.C.
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PLEASE STATE IF THE COMPANY IS "MANAGER MANAGED" OF "MEMBER MANAGED". MANAGING PARTNERS ARE NOT ACCEPTABLE.

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ARTICLES OF ORGANIZATION
OF
BHW SOLUTIONS, L.L.C.

(5)

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company tact, hereby establishes the following:

ARTICLE I - NAME

The name of the limited liability company is: BHW SOLUTIONS, L.L.C.

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ARTICLE II – DURATION

The duration of the limited liability company is perpetual unless sooner dissolved as Provided by statute.

ARTICLE III - PURPOSE

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV – PRINCIPLE OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the limited liability company shall be in Dade County, 9010 SW 127 Avenue SU
uite 206, Miami, Florida 33186.

ARTICLE V – REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

Mario I. Guzman
9010 Southwest 137th Avenue
Suite # 206
Miami, Florida 33186

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ARTICLE VI – INITIAL MEMBESHIP

The names of the initial members of the limited liability company and their addresses are as follow

Leon Miguel Angel Wilensky
Julian Alvarez 725
Capital Federal (1414), Argentina

Beatriz Monica Henig de Wilensky
Julian Alvarez 725
Capital Federal (1414), Argentina

ARTICLE VII – ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation

ARTICLE VIII - CAPITALIZATION

The Members will outline their capital contributions under a separate agreement.

ARTICLE IX – ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may bi required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding the same.

ARTICLE X – CONTINUITY

The remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined form the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

ARTICLE XI – MANAGEMENT

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of the operating agreement entered into between the Members of the limited liability company. Therefore, this limited liability company is a member-managed company .The name and address of the initial Managing Members of the Company are:

Leon Miguel Angel Wilensky
Julian Alvarez 725
Capital Federal (1414), Argentina

Beatriz Monica Henig de Wilensky
Julian Alvarez 725
Capital Federal (1414), Argentina

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IN WITHNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true.

Dated this 26 day of February, 2002.

Leon Miguel Angel Wilesnky
President and Chief Executive Officer

CERTIFICATE OF DESIGNATION OF

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REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILTY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERD OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BHW SOLUTIONS, L.L.C.
2. The name and street address of the registered agent are:

Mario I. Guzman
9010 Southwest 137th Avenue
Suite # 206
Miami, Florida 33186

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ACKNOWLEDMENT:

Having been named as registered agent and to accept service of process for the above states limited liability company al the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act en 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.

Date this 26 day of February, 2002

Mario I. Guzman, Registered Agent

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