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Florida Department of State

Division of Corporations

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To:

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From:

Account Name : PRATS, FERNANDEZ & CO.  
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Phone : (305) 444-8333  
Fax Number : (305) 444-8334

DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

CAIDE L.L.C.

|                       |    |
|-----------------------|----|
| Certificate of Status | 0  |
| Certified Copy        | 1  |
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**ARTICLES OF ORGANIZATION  
OF  
CAIDE L.L.C.**

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of organization :

**ARTICLE I: NAME**

The name of the limited liability company shall be

**CAIDE L.L.C.  
("Company")**

**ARTICLE II: ADDRESS**

The mailing address and street address of the principal office of the Company shall be at 2121 Ponce de Leon Blvd. Suite 240  
Coral Gables, FL 33134.

**ARTICLE III: DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.  
The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

Preparer's Name: Francisco J. Fernandez  
2121 Ponce de Leon Blvd. # 240  
Coral Gables, FL 33134.  
Phone: 305-444-8333.

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#### ARTICLE IV: BUSINESS PURPOSE

A limited liability company may be organized under F.S. Chapter 608 for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

#### ARTICLE V : ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other members of the Company other than a member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VI : TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

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ARTICLE VII: MEMBERS

The names and post office address of the initial members  
of the Company are as follows:

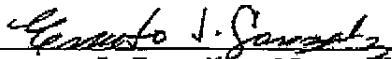
|                          |                     |                     |
|--------------------------|---------------------|---------------------|
| Alberto J. Pessolano     | Vicente A. Nogueira | Gabriel Nogueira    |
| Gral. Manager & Director | Manager & Secretary | Manager & Treasurer |

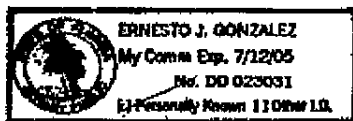
2121 Ponce de Leon Blvd. Suite #240  
Coral Gables, Fl. 33134

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to be the above limited liability company and who subscribed the above Articles of Organization of **CAIDE L.L.C.** for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 02nd day of April of 2002.

  
Ernesto J. Gonzalez -Notary Public-  
State of Florida at large-



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**DESIGNATION AND ACCEPTANCE**  
**OF REGISTERED AGENT**

In pursuance of Florida Statutes, Chapter 608, the Articles of Organization of **CAIDE L.L.C.** are submitted under the laws of Florida, the name and street address of the registered agent of the Company is: **Gabriel Prats** with offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134.

The undersigned, having been named to accept service of process for the above stated limited liability company, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position as registered agent.

  
\_\_\_\_\_  
Gabriel Prats

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The undersigned authority has been given a thorization by the officers of the above limited liability company to represent them in the organization of CAIDE L.L.C.

By : 

Francisco J. Fernandez

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