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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Americas Exchange U.S., LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION OF
AMERICAS EXCHANGE U.S., L.L.C.**

The undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named AMERICAS EXCHANGE U.S., LLC.

ARTICLE I

NAME

The name of the company shall be: **AMERICAS EXCHANGE U.S., LLC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Company shall be:

**1498 Zenith Way
Weston, FL. 33327**

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ARTICLE III

PURPOSE

The general nature of the business to be transacted by this company shall be:

To transact any and all lawful business for which Limited Liability Companies may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Limited Liability Company, it is expressly declared and provided that the Limited Liability Company, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon Limited Liability Company formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

EXISTENCE

The Company shall have perpetual existence.

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ARTICLE V

MANAGEMENT

The company shall be managed by one or more managers and is therefore a manager-managed company. The initial manager of the company shall be one (1), to hold office until their successors have been duly elected and qualified, or until their early resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the by-laws of the company.

The names and addresses of the initial Managers are:

- a) **MANAGER**
Fabio Bittencourt
1498 Zenith Way
Weston, FL 33327

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the company is:

Global Human Capital Solutions, Inc.
950 South Pine Island Rd. Suite 1095.
Plantation FL 33324

ARTICLE VII

GENERAL PROVISIONS

- (a) The private property of any manager shall not be subject to the payments of any Limited Liability Company debts to any extent whatsoever;
- (b) An authorized manager of the Limited Liability Company may transact business, borrow, lend, finance or otherwise deal or contract with the Limited Liability Company to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;

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- (c) The Limited Liability Company shall indemnify each manager of the Limited Liability Company against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having a manager of the company (whether or not he continues to be a manager at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of member, or disinterested managers or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a manager, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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.

BY: _____
Signature of Registered Agent

DATED:

April 10, 2002
Plantation, Florida

IN WITNESS WHEREOFF, the undersigned member or authorized representative of a member has signed these Articles of Organization this

10th

DAY OF APRIL

2002

BY: _____
Signature of Member or Authorized Representative of a Member

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