

**LO2000008818**

Florida Department of State  
Division of Corporations  
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To:  
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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

**LIMITED LIABILITY COMPANY****Betelgeuse Americas LLC**

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Page Count	04
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Betelgeuse Americas LLC

### Article II. Address

The Company's street and mailing address is:

Betelgeuse Americas LLC  
375 Fairway Drive  
Miami Beach FL 33141

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Jorge A. Samarin  
375 Fairway Drive  
Miami Beach FL 33141

### 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.

George G. Sirota | FL Bar Member 293849  
Sirota & Associates, P.A.  
First Union Financial Center  
200 South Biscayne Blvd., Suite 5120  
Miami FL 33131-2310  
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Article V. Management

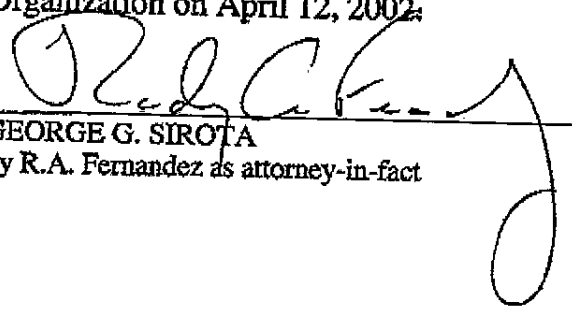
This will be a manager-managed company. The name and address of each manager is:

JORGE A. SAMARIN  
375 Fairway Drive Miami Beach FL 33141

Article VI. Company Existence

The Company's existence shall begin effective as of April 12, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on April 12, 2002.

  
\_\_\_\_\_  
GEORGE G. SIROTA  
by R.A. Fernandez as attorney-in-fact

George G. Sirota | FL Bar Member 293849  
Sirota & Associates, P.A.  
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## STATEMENT OF REGISTERED AGENT

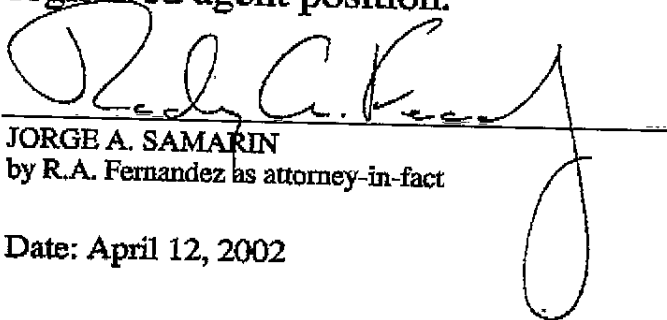
LIMITED LIABILITY COMPANY:

Betelgeuse Americas LLC

REGISTERED AGENT/OFFICE:

Jorge A. Samarin  
375 Fairway Drive  
Miami Beach FL 33141

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.



JORGE A. SAMARIN  
by R.A. Fernandez as attorney-in-fact

Date: April 12, 2002

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