2005 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT# L02000009738

Entity Name: INVERCOUNSEL USA LLC

FILED Oct 05, 2005 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

CALLE SALUSTIANO OLOZAGA 4 BAJO DCHA ALBEMARLE, NC 28001

Current Mailing Address: New Mailing Address:

2 SOUTH BISCAYNE BOULEVARD, SUITE 3400 MIAMI, FL 33131

FEI Number: 03-0470782 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

VALDES-FAULI CORPORATE SERVICES, INC. 2 SOUTH BISCAYNE BOULEVARD MIAMI, FL 33131 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: VALDES-FAULI CORPORATE SERVICES, INC.

Electronic Signature of Registered Agent Date

ADDITIONS/CHANGES:

MANAGING MEMBERS/MANAGERS:

Title: MGR () Delete Title: () Change () Addition

 Name:
 GARCIA-ORDONEZARMINA, CARLOS
 Name:

 Address:
 CALLE SALUSTIANO OLOZAGA 4
 Address:

 City-St-Zip:
 ALBEMARLE, NC 28001
 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: CARLOS GARCIA-ORDONEZ MGR 10/05/2005