

# L02000018891

Florida Department of State  
Division of Corporations  
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## LIMITED LIABILITY COMPANY

MAGESTY, L.L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 25, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MAGESTY, L.L.C.  
REF: W02000021544

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet. Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing  
Corporate Specialist

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DIVISION OF CORPORATION

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(5)

ARTICLES OF ORGANIZATION  
OF  
MAGESTY, L.L.C.

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: MAGESTY, L.L.C.

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 SW Suite 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 137<sup>th</sup> Avenue  
Suite # 206  
Miami, Florida 33186

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**ARTICLE VI - INITIAL MEMBERSHIP**

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

Gerardo R. Borysowski  
Gandara 2749  
Capital Federal (1431), Argentina

Diego A. Borysowski  
Pedro I. Rivera 4916 Floor 1 Apt. # A  
Capital Federal (1431), Argentina

Enrique J. Uner  
Honorio Pueyrredon 937 Floor 3  
Capital Federal (1405), 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 be 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.

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### 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 from 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(s) and address(es) of the initial Managing Members of the Company are:

Gerardo R. Boryowski  
Gandara 2749  
Capital Federal (1431), Argentina

Diego A. Boryowski  
Pedro I. Rivera 4916 Floor 1 Apt. # A  
Capital Federal (1431), Argentina

Enrique J. Uner  
Honorio Pueyrredon 937 Floor 3  
Capital Federal (1405), Argentina

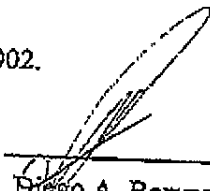
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true.

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Dated this 25 day of July, 2002.

  
Diego A. Borysowski / Member  
President and Chief Executive Officer

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

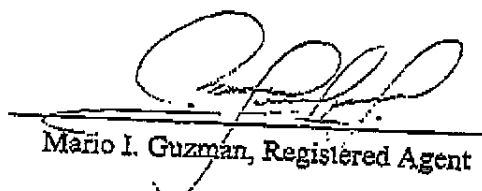
1. The name of the limited liability company is: Magesty, L.L.C.
2. The name and street address of the registered agent are:

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

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the  
above states limited liability company at the place designated in the certificate, I hereby  
accept the appointment as registered agent and agree to act in 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 25 day of July, 2002

  
Mario I. Guzman, Registered Agent

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