

Division of Corporations

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TALLAHASSEE, FLORIDA

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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

NORTHERN RAILROAD TRUST, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION
OF
NORTHERN RAILROAD TRUST, LLC.

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The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: NORTHERN RAILROAD TRUST, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 7320 NW 46 STREET, MIAMI, FL 33166 The Board of Managers may from time to time move the principal office to another address.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That NORTHERN RAILROAD TRUST, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134.

ARTICLE VI
ORIGINAL MEMBERS

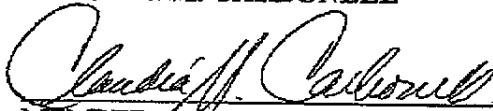
The Limited Liability Company shall have two original Members. The original members are: JAVIER C. CARBONELL and CLAUDIA M. CARBONELL.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 15th day of August, 2002.

JAVIER C. CARBONELL


MEMBER

CLAUDIA M. CARBONELL


MEMBER

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That NORTHERN RAILROAD TRUST, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., of 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134., to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent



Adelaida Fernandez-Fraga
Managing Director
Arazoza & Fernandez-Fraga, P.A.

Date: August 15, 2002

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