

Division of Corporations

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Florida Department of State
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : VANEX INTERNATIONAL, INC.
Account Number : I19990000028
Phone : (305) 252-9383
Fax Number : (305) 675-8346

LIMITED LIABILITY COMPANY

INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

SECOND: INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, INTEGRATED ASSET PROTECTION AND BUSINESS SOLUTIONS, LLC is formed are:

(A) to engage in the provision of any and all ancillary business services associated with the following:

1. International Tax Planning
2. Asset Protection Planning and Strategies
3. Business Feasibility
4. Business Valuation Services
5. Mergers and Acquisitions Tax Planning

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6. Cost Analysis
7. Design of Policies and Procedures
8. Marketing and Industries Analysis

The foregoing description shall be informational in nature, and shall extend to any business-related activities. Notwithstanding the foregoing, the services provided herein shall be strictly construed to conform to the requirements of the so-called "Ancillary Business Rule", within the meaning of Rule 4.5.7 of the Florida rules of Ethics and applicable rules, as well as rules and regulations, in relation to restrictions imposed upon undertakings involving the practice of law and public accounting as a joint venture or partnership. In furtherance thereof, the members herein specifically disclose that nothing herein shall be construed to imply the provision of joint legal and public accounting services; and,

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: The limited liability company shall be manager-managed and will have two 2 Members:

Name: Oscar Grisales-Racini
Percentage of Ownership: 50%

Name: Jacqueline F Rodriguez
Percentage of Ownership: 50%

INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC

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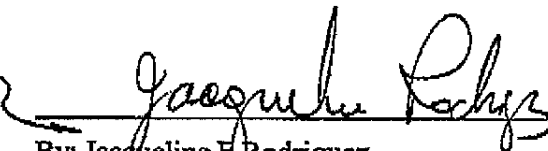
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SIXTH: The name and mailing address of the company's registered agent is Oscar Grisales-Racini, whose mailing address is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of July 2002.



By: Oscar Grisales-Racini
Member



By: Jacqueline F. Rodriguez
Member

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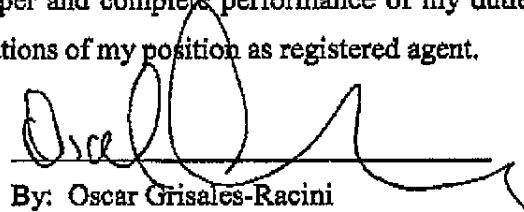
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is INTEGRATED ASSET PROTECTION & BUSINESS SOLUTIONS, LLC
2. The name of the registered agent is Oscar Grisales-Racini.
3. The address of the registered agent/registered office is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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: Oscar Grisales-Racini

For the Company

Date: 8/20/02