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Division of Corporations

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Vival International LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Vivai International LLC

Article II. Address

The Company's street and mailing address is:
Vivai International LLC
1300 Brickell Avenue
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

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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.

Jose A. Rodriguez I FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6800

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Article V. Management

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

PANTERA LLC
1300 Brickell Avenue Miami FL 33131
MDM GROUP LLC
1300 Brickell Avenue Miami FL 33131

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CLERK OF COURT
MIAMI, FLORIDA

Article VI. Company Existence

The Company's existence shall begin effective as of September 4, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on September 5, 2002.



JOSE A. RODRIGUEZ
by V. Cine as attorney-in-fact

Jose A. Rodriguez I FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Vivai International LLC

REGISTERED AGENT/OFFICE:

Jose A. Rodriguez
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

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.



JOSE A. RODRIGUEZ
by V. Cine as attorney-in-fact

Date: September 5, 2002

Jose A. Rodriguez | FL Bar Member 989444
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
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