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**LIMITED LIABILITY COMPANY****JARDIN W.P., L.L.C.**

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**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
Jardin W.P., L.L.C.**

**Article I**

The name of the Limited Liability Company is:

**Jardin W.P., L.L.C.**

**Article II**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Mailing Address:** 799 Brickell Plaza  
Suite 603  
Miami, Florida 33131

**Street Address:** 799 Brickell Plaza  
Suite 603  
Miami, Florida 33131

**Article III**

The period of duration for the Limited Liability Company shall be:

For Thirty (30) years from the date of initial filing.

The Limited Liability Company shall dissolve no later than November, 2032.

**Article IV**

The Limited Liability Company is to be managed by a Chief Executive Manager and a Manager, the name(s) and address(es) of the Chief Executive Manager and Manager is/are:

<u>Chief Executive Manager and Manager</u>	<u>Address</u>
Ging/Consuelo Porras (Manager)	799 Brickell Plaza Suite 603 Miami, Florida 33131
Freddy Miquel Porras (Chief Ex. Manager)	CRA 109 NO. 72-32 Bogota D.C. Colombia

**Article V**

The Limited Liability Company is organized by the following initial member(s), whose name and address is/are as follows:

<u>Member</u>	<u>Address</u>
Freddy Miquel Porras (Member)	CRA 109 NO. 72-32 Bogota D.C. Colombia

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**Article VI**

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

**Article VII**

The undersigned member or authorized representative of a member of Jardin W.P., L.L.C. certifies:

1. the above named limited liability company has at least one member;
2. Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.
3. No additional members shall be admitted to the company except by the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the operating agreement of the company.
4. The company shall be dissolved on the death, bankruptcy, or dissolution of a member or Chief Executive Chief Executive Manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, as set forth in the operating.

(In accordance with Section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By:

  
Gina Consuelo Porras, Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

Ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this 7 day of October, 2002, personally appeared, Gina Consuelo Porras, to me well known to be the persons who executed the above and foregoing Articles of Organization of Jardin Wp, L.L.C., and who state that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 7 day of October, 2002.

My Commission Expires:

By:

  
Denise Parrish  
Notary Public



Denise Parrish  
Commission # DP135806  
Expires July 21, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

# 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:

**Jardin WP, L.L.C.**

2. The name and Florida street address of the registered agent are:

Gina Consuelo Porras  
799 Brickell Plaza  
Suite 603  
Miami, Florida 33131

Having been named registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.

Gina Consuelo Porras  
799 Brickell Plaza  
Suite 603  
Miami, Florida 33131

By: 

Gina Consuelo Porras

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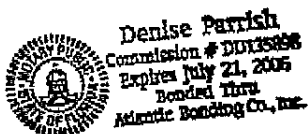
COUNTY OF DADE

BEFORE ME, the undersigned authority, this 7 day of October, 2002, personally appeared, Gina Consuelo Porras to me well known to be the persons who executed the above and foregoing Articles of Organization of Jardin W.P., LLC., and who state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 7 day of October, 2002.  
My Commission Expires:

By: 

Denise Parrish  
Notary Public



**EXHIBIT 1**

**Managers**

<u>Name</u>	<u>Address</u>
Gine Consuelo Porras (Manager)	799 Brickell Plaza Suite 603 Miami, Florida 33131
Freddy Miquel Porras (Chief Ex. Manager)	CRA 109 NO. 72-32 Bogota D.C. Colombia

**EXHIBIT 2**

**Members**

<u>Name</u>	<u>Address</u>
Freddy Miquel Porras	CRA 109 NO. 72-32 Bogota D.C. Colombia

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