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Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

H & D Trading Company, LLC

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**ARTICLES OF ORGANIZATION OF
H & D TRADING COMPANY, LLC**

The undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company:

ARTICLE I

NAME

The name of the company shall be: **H & D TRADING COMPANY, LLC**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Company shall be:

**777 17TH Street, Penthouse Suite
Miami Beach, FL 33139**

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this company shall be:

To transact any and all lawful business for which Limited Liability Companies may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Limited Liability Company, it is expressly declared and provided that the Limited Liability Company, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon Limited Liability Company formed under the laws of the States, and which now Or hereafter may be authorized by law.

ARTICLE IV

EXISTENCE

The Company shall have perpetual existence.

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ARTICLE V**MANAGEMENT**

The company shall be managed by one or more managers and is therefore a manager-managed company. The initial manager(s) of the company shall be ONE (1), to hold office until their successors have been duly elected and qualified, or until their early resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the by-laws of the company.

The names and addresses of the initial Manager(s) are:

a) MANAGING MEMBER

Hernan Ariel Laskowski
C/O Bratter Krieger, LLP
777 17th St, PH
Miami Beach, FL 33139

b)**MEMBER**

Daniel Baschkier
C/O Bratter Krieger, LLP
777 17th St, PH
Miami Beach, FL 33139

ARTICLE VI**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent for the company is:

Fernando Socol, Esq.
777 17th Street, Penthouse Suite
Miami Beach, FL 33139

ARTICLE VII**GENERAL PROVISIONS**

- (a) The private property of any manager shall not be subject to the payments of any Limited Liability Company debts to any extent whatsoever;
- (b) An authorized manager of the Limited Liability Company may transact business, borrow, lend, finance or otherwise deal or contract with the Limited Liability Company to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;

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- (c) The Limited Liability Company shall indemnify each manager of the Limited Liability Company against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having a manager of the company (whether or not he continues to be a Manager at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of member, or disinterested managers or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a manager, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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.

BY:



Signature of Registered Agent - Fernando M. Socol, Esq.

DATED:

November 7, 2002
Miami Beach, Florida

IN WITNESS WHEREOFF, the undersigned member or authorized representative of a member has signed these Articles of Organization this


7th

DAY OF

NOVEMBER

2002

BY:



Signature of Member - Hernan Ariel Laskowski

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