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Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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## LIMITED LIABILITY COMPANY

### RIVER BAY HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION**

**OF**

**RIVER BAY HOLDINGS, LLC**

*These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 24<sup>th</sup> day of January, 2003*

**ARTICLE I**

**Name:** *The name of the limited liability company is:*

**RIVER BAY HOLDINGS, LLC**

**ARTICLE II**

**Duration:** *The company shall have a duration of ninety nine (99) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.*

**ARTICLE III**

**Address:** *The address of the company principal office and mailing address shall be:*

**770 NE 69<sup>th</sup> ST. #6-I  
MIAMI, FL. 33138**

**ARTICLE IV**

**Register Agent and Address:** *The name and address of the initial register agent is:*

**ALIN LOZADA  
770 NE 69<sup>th</sup> ST. #6-I  
MIAMI, FL. 33138**

**ARTICLE V**

**New Members:** *The members may admit new members upon agreement of the members upon terms determined hereafter by the members.*

**ARTICLE VI**

**Continuation:** *Upon occurrence of an event listed in Florida Statute 608.407 (1) (f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.*

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**ARTICLE VII**

**Management:** The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers name and address is as follows:

<b>OPERATING MANAGER</b>	<b>ALIN LOZADA</b>	<b>770 NE 69<sup>th</sup> ST. #6-I, MIAMI, FL. 33138</b>
<b>VICE OPERATING MANAGER</b>	<b>ALIN LOZADA</b>	<b>770 NE 69<sup>th</sup> ST. #6-I, MIAMI, FL. 33138</b>
<b>SECRETARY</b>	<b>ALIN LOZADA</b>	<b>770 NE 69<sup>th</sup> ST. #6-I, MIAMI, FL. 33138</b>
<b>TREASURER</b>	<b>ALIN LOZADA</b>	<b>770 NE 69<sup>th</sup> ST. #6-I, MIAMI, FL. 33138</b>

**ARTICLE VIII**

**Powers:** This company shall have powers listed in Florida Statute 608.404.

**ARTICLE IX**

**Transferability:** No member may transfer his, her or its interest in the company without the consent of the other members.

**ARTICLE X**

**Regulations:** The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

**ARTICLE XI**

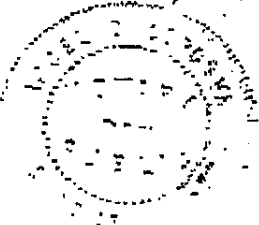
**Arbitration:** Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated

  
**ALIN LOZADA**  
 MEMBER

I HEREBY CERTIFY on this day before me, appeared Alin Lozada who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 24<sup>th</sup> day of January, 2003.



  
**ANGEL D. CORDOVA**  
 NOTARY PUBLIC, State of Florida  
 ANGEL D. CORDOVA  
 COMMISSION # 00849683  
 EXPIRES 01/31/2003  
 BONDED THRU ASA 1,000,000

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**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 IN  
DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA**

1. The name of the limited liability company is:

**RIVER BAY HOLDINGS, LLC**

2. The name and address of the registered agent and office is:

**ALIN LOZADA  
770 NE 69th ST. #6-I  
MIAMI, FL. 33138**

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*Having been named as registered agent and to accept services 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 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.*

*Dated as of this 24<sup>th</sup> day of January, 2003.*

Signed by:



**ALIN LOZADA  
REGISTERED AGENT**