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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SOUTH GROUP ENTERPRISES, L.L.C.

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Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
SOUTH GROUP ENTERPRISES, L. L. C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name

The name of this Florida limited liability company is:
South Group Enterprises L.L.C.

ARTICLE II. Address

The mailing and principal office address of the company is:

South Group Enterprises L. L. C.
128 Santander Ave.
Coral Gables, Florida USA 33134

ARTICLE III. Registered Agent

The name and address of the registered agent of the company is:

Shapovalov & Boreth, P.A.
16300 NE 19th Ave. Suite 250
North Miami Beach, Florida 33162

ARTICLE IV. Management

The names of each managing member of the company are:

Ali Aguilera
Francisco Hevia
Nilthe Romero

The affairs of the company shall be managed by the managing members listed above. The management of the company is reserved to the members exclusively. No other person or entity is permitted to manage the company.

Inna Shapovalov / Florida Bar Member 084123
Shapovalov & Boreth, P.A.
16300 NE 19th Ave, Suite 250,
North Miami Beach, Florida 33162 USA
Tel. (305) 949-9616

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ARTICLE V. Admission of Additional Members

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The company shall not admit additional members, unless it has the unanimous consent of all members.

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ARTICLE VI. Duration of existence

The company shall exist in perpetuity, but the occurrence of any one of the following events shall cause the dissolution of the company: death, insanity, bankruptcy, retirement, resignation, or expulsion of a member. Upon the occurrence of any of the heretofore mentioned events, the company may continue its business upon the agreement of all of the remaining members.

The undersigned is an authorized representative of member Nilthe Romero and executed these articles of organization on April 1, 2003.



INNA SHAPOVALOV
Attorney in fact

Inna Shapovalov / Florida Bar Member 084123
Shapovalov & Boreth, P.A.
16300 NE 19th Ave, Suite 250,
North Miami Beach, Florida 33162 USA
Tel. (305) 949-8616

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

South Group Enterprises LLC

REGISTERED AGENT/OFFICE:

Shapovalov & Boreth, P.A.
16300 NE 19th Ave. Suite 250
North Miami Beach, Florida 33162

I agree to act as registered agent to accept service of process for the limited liability company named above at the place designated in this Certificate. 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.



Inna Shapovalov, President
Shapovalov & Boreth, P.A.

Date: 4/1/2003

Inna Shapovalov / Florida Bar Member 084123
Shapovalov & Boreth, P.A.
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North Miami Beach, Florida 33162 USA
Tel. (305) 949-9616

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