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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

CAPA USA, LLC

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OR

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ARTICLES OF ORGANIZATION OF

CAPA USA, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, CAPA USA, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 12550 Biscayne Blvd., Suite 405, North Miami, Florida 33181.

SECOND: CAPA USA, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, CAPA USA, LLC is formed are:

(A) to purchase, sell Real Estate, distribute, invest in, import and export, and otherwise deal with a variety of products and services within and outside the State of Florida as agent for the parent companies, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and penetrate new markets

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, CAPA USA, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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FIFTH: The limited liability company shall have three (3) Members:

Name: MIGUEL ANGEL DORNA.

Percentage of ownership: 34%

Name: BEATRIZ BARREIRO

Percentage of ownership: 33%

Name: MARCELO MORENO

Percentage of ownership: 33%

SIXTH: This limited liability company shall be member-managed and will have three managing-member, MIGUEL ANGEL DORNA, BEATRIZ BARREIRO and MARCELO MORENO.

SEVENTH: The name and mailing address of the company's registered agent is GRISALES & JACOBS, LLP, whose mailing address is 12550 Biscayne Blvd., Suite 405, North Miami, Florida 33181.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of July
2003

By: MIGUEL ANGEL DORNA

Member

By: BEATRIZ BARREIRO

By: MARCELO MORENO

Member

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is CAPA USA, LLC
2. The name of the registered agent is GRISALES & JACOBS, LLP
3. The address of the registered agent/registered office is 12550 Biscayne Blvd., Suite 405, North Miami, Florida 33181.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, 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.

By: 

For the Company

Date: 7/2/03

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