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LIMITED LIABILITY COMPANY  
SPYGLASS LATIN HOLDINGS, LLC

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[Signature]



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 18, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: SPYGLASS LATIN HOLDINGS, LLC  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**SPYGLASS LATIN HOLDINGS, LLC**

*These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 14<sup>th</sup> day of July, 2003.*

**ARTICLE I**

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

**SPYGLASS LATIN 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:*

**520 BRICKELL KEY DR. #C428  
MIAMI, FL. 33131**

**ARTICLE IV**

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

**ANGEL D. CORDOVA  
780 N.W. 43 AVENUE #416  
MIAMI, FL. 33126**

**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.*

**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>ALVARO FERRAND</b>	<b>520 BRICKELL KEY DR. #C428, MIAMI, FL 33131</b>
<b>VICE OPERATING MANAGER</b>	<b>ALVARO FERRAND</b>	<b>520 BRICKELL KEY DR. #C428, MIAMI, FL 33131</b>
<b>SECRETARY</b>	<b>ALVARO FERRAND</b>	<b>520 BRICKELL KEY DR. #C428, MIAMI, FL 33131</b>
<b>TREASURER</b>	<b>ALVARO FERRAND</b>	<b>520 BRICKELL KEY DR. #C428, MIAMI, FL 33131</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**

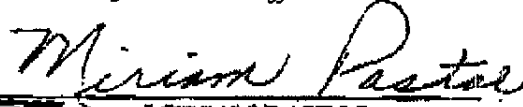
Arbitration: Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

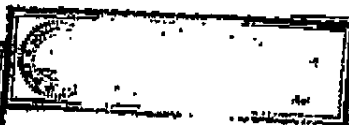
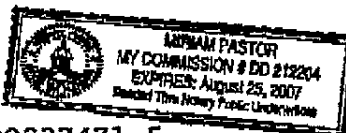
The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

  
ALVARO FERRAND-MEMBER

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14<sup>th</sup> day of July, 2003.

  
MIRIAM PASTOR  
NOTARY PUBLIC, State of Florida



**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:*

**SPYGLASS LATIN HOLDINGS, LLC**

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

**ANGEL D. CORDOVA  
780 N.W. 42 AVENUE #416  
MIAMI, FL. 33126**

*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 14<sup>th</sup> day of July, 2003.*

Signed by: \_\_\_\_\_



**ANGEL D. CORDOVA  
REGISTERED AGENT**

FILED  
JUL 15 2003  
MIAMI  
FLORIDA  
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