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(Business Entity Name)

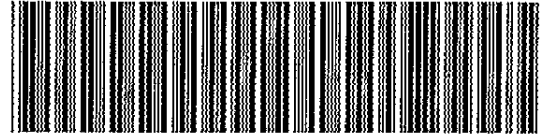
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SECURITY
TALLAHASSEE REGION

03 SEP 19 PM 12:08

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9/24/03
[Signature]

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Seminarium USA, LLC.

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Luis Narciso
Seminarium USA
801 Brickell Ave. Suite 1550
Miami, Florida 33131**

For further information concerning this matter, please call:

Luis Narciso at (305) 793-9574

Thank you.

SEBASTIAN
TALLAHASSEE, FLORIDA

03 SEP 19 PM 12:08

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The undersigned members, for the purpose of forming a Limited Liability Company under the Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization.

03 SEP 19 PM 12:08

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556 E. MIAMI ST. SUITE 1000
TALLAHASSEE, FLORIDA 32301

ARTICLE I NAME

The name of the limited liability company shall be:

Seminarium USA, LLC.

The principal place of business of this limited liability company and its mailing address shall be:

**801 Brickell Ave. Suite 1550
Miami, Florida 33131**

ARTICLE II NATURE OF THE BUSINESS

This limited liability company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL UNITS

The aggregate number of units this limited liability company is authorized to have outstanding at any one time is 100 units with a value of \$10.00 each.

ARTICLE IV TERM OF EXISTENCE

This limited liability company is to exist for 30 years unless dissolved by a unanimous vote of the members of the limited liability company. The life of the company can be extended at any time by a unanimous vote of the members of the limited liability company.

**ARTICLE V – REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT SIGNATURE**

The name and the Florida street address of the registered agent are:

Margarita Cabrera
15452 SW 50th Terrace
Miami, Florida 33185

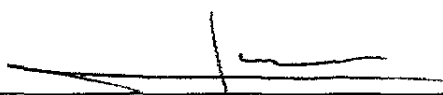
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

ARTICLE V MANAGING MEMBERS

This limited liability company is a manager-managed company. The name and address of each Manager or Managing Member is as follows:

Manager	Sven Kroneberg 801 Brickell Ave. Suite 1550 Miami, Florida 33131
Manager	Alejandro Magni 801 Brickell Ave. Suite 1550 Miami, Florida 33131
Managing Member	Jose Luis Jimenez 801 Brickell Ave. Suite 1550 Miami, Florida 33131
Managing Member	Luis Narciso 575 West Madison Apt. 2-2807 Chicago, IL 60661


Signature of a member

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Luis A. Narciso

Typed or printed name of signee

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TALAMON, FLORIDA