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LIMITED LIABILITY COMPANY

ATC AMERICAS, LLC

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**ARTICLES OF ORGANIZATION OF
ATC AMERICAS, LLC**

The undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named ATC AMERICAS, LLC. The following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I**NAME**

The name of the company shall be: **ATC AMERICAS, LLC.**

ARTICLE II**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:**

The principal place of business and the mailing address of this Company shall be:

**c/o Enrique Gutierrez
1560 Sawgrass Corporate Parkway, 4th Floor
Sunrise, FL. 33323**

The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III**PURPOSE**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business of businesses to be transacted, and which the limited liability company is authorized to transact, shall as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or influence from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws lawfully carry on, exercise, or do.

ARTICLE IV

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed under the direction of the managers or members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE V

EXISTENCE

The Company shall have perpetual existence, until dissolved in a manner provided by law, or as provided in the Operational Agreement adopted by the members.

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ARTICLE VI**MANAGEMENT**

The company shall be managed by one or more managers and is therefore a manager-managed company.

Management of the limited liability company is reserved to its members.

The initial manager(s) of the company shall be three (3), to hold office until their successors have been duly elected and qualified, or until their early resignation, removal from office or death.

The number of Managers may increase or decrease in accordance with the procedure stated in the Operational Agreement of the company.

The names and addresses of the initial Managers are:

a) **MANAGER**
Enrique Gutierrez
1580 Sawgrass Corporate
Parkway, 4th Floor
Sunrise, FL. 33323

b) **MANAGER**
Marco Martin
1580 Sawgrass Corporate
Parkway, 4th Floor
Sunrise, FL. 33323

c) **MANAGER**
Vicente J. Bonilla
1580 Sawgrass Corporate
Parkway, 4th Floor
Sunrise, FL. 33323

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ARTICLE VII**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members in accordance with the procedure stated in the Operational Agreement of the company.

ARTICLE VIII**PROFITS AND LOSSES**

Profit Sharing arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company shall be distributed among the members in accordance with the procedure stated in the Operational Agreement of the company.

All losses that occur in the operation of the limited liability company business shall be considered in accordance with the procedure stated in the Operational Agreement of the company.

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ARTICLE IX**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent for the company is:

**Global Human Capital Solutions, Inc.
1580 Sawgrass Corporate Parkway, Suite 130
Sunrise FL. 33323**

ARTICLE X**GENERAL PROVISIONS**

- (a) The private property of any manager shall not be subject to the payments of any Limited Liability Company debts to any extent whatsoever;
- (b) An authorized manager of the Limited Liability Company may transact business, borrow, lend, finance or otherwise deal or contract with the Limited Liability Company to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Limited Liability Company shall indemnify each manager of the Limited Liability Company against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having a manager of the company (whether or not he continues to be a Manager at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.
This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of member, or disinterested managers or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a manager, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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.

BY:
Signature of Registered Agent**DATED:**

**October 27, 2003
Sunrise, Florida**

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IN WITNESS WHEREOFF, the undersigned member or authorized representative of a member has signed these Articles of Organization this

27th

DAY OF OCTOBER

2003

BY:

Signature of Member or Authorized Representative of a Member

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STATE OF FLORIDA

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