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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

AND  
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SECRETARY OF STATE  
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**LIMITED LIABILITY COMPANY**

**VINFEX, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
VINFEX, LLC

### Article II. Address

The Company's street and mailing address is:  
VINFEX, LLC  
848 Brickell Avenue  
Suite 1225  
Miami FL 33131

EFFECTIVE DATE  
12-3-02

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Joaquin R. Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit, or similar item to which the assignor was entitled, to the extent assigned.

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Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

FRANCO VINATEA  
848 Brickell Avenue Suite 1225 Miami FL 33131  
FERNANDO FERMOR  
848 Brickell Avenue Suite 1225 Miami FL 33131

Article VI. Company Existence

The Company's existence shall begin effective as of December 3, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on December 3, 2003.



CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by D. Stoutt as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
VINFEX, LLC

REGISTERED AGENT/OFFICE:

Joaquin R. Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134

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

  
\_\_\_\_\_  
JOAQUIN R. URQUIOLA  
by D. Stoutt as attorney-in-fact

Date: December 3, 2003

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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