

**LO4000000607**

Florida Department of State

Division of Corporations

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**LIMITED LIABILITY COMPANY****lacan o freud, l.l.c.**

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ARTICLES OF ORGANIZATION  
OF  
LACAN O FREUD, L.L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

ARTICLE I - NAME

The name of the limited liability company is: LACAN O FREUD, L.L.C.

ARTICLE II - DURATION

The duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the limited liability company shall be in Dade County, 9130 S. Dadeland Boulevard, Suite # 1504, Florida 33156.

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

Mario I. Guzman  
9130 S. Dadeland Boulevard, Suite # 1504  
Miami, Florida 33156

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#### **ARTICLE VI - INITIAL MEMBERSHIP**

The names of the initial members of the limited liability company and their addresses are as follows:

Atilio Bertoni  
Country Banco Provincia UF 323  
Francisco Alvarez (1746) Provincia de Buenos Aires  
Argentina

Marcelo Elbinger  
Tucuman 637, Floor 3  
(1049) Buenos Aires  
Argentina

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#### **ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation

#### **ARTICLE VIII - CAPITALIZATION**

The Members will outline their capital contributions under a separate agreement.

#### **ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS**

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding the same.

## ARTICLE X - CONTINUITY

The remaining Members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

## ARTICLE XI - MANAGEMENT

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of the operating agreement entered into between the Members of the limited liability company. Therefore, this limited liability company is a member-managed company. The name(s) and address(es) of the initial Managing Members of the Company are:

Atilio Bertoni  
Country Banco Provincia UF 323  
Francisco Alvares (1746) Provincia de Buenos Aires  
Argentina

Marcelo Elbinger  
Tucuman 637, Floor 3  
(1049) Buenos Aires  
Argentina

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true.

Dated this 5 day of January, 2004.

  
\_\_\_\_\_  
Atilio Bertoni  
President and Chief Executive Officer

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**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 TO DESIGNATE A REGISTERED  
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LACAN O FREUD, LTD.
2. The name and street address of the registered agent are:

Mario I. Guzman  
9130 S. Dadeland Boulevard, Suite # 1504  
Miami, Florida 33156

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**ACKNOWLEDGMENT:**

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

Date this 5 day of January 2003

  
Mario I. Guzman, Registered Agent

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