

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

EFFECTIVE DATE

1-19-04

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Atlantica L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing

Public Access Help

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

Atlantica L.L.C.

Article II. Address

The Company's street and mailing address is:

Atlantica L.L.C.
1333 Duval Street
Tallahassee, FL 32302

EFFECTIVE DATE
1-19-04

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.
1333 Duval Street
Tallahassee, FL 32302

Article IV. Contributions

The total amount of cash and a description and agreed upon value of property other than cash contributed will be \$50,000 (U.S. dollars fifty thousand).

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

04 JAN 21 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FL 32302

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Article V. 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.

Article VI. Management

This will be a member-managed company. The name and address of the initial member(s) shall be:

Euro-Amex Exchange, Inc.
Suite 302
East Building No. 34/20
Cuba Avenue & 34th St.
Panama City 5, Panama

Saturn Investment Group, S.A.
Suite 302
East Building No. 34/20
Cuba Avenue & 34th St.
Panama City 5, Panama

Article VII. Company Existence

The Company's existence shall begin effective as of January 19, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 19, 2004.


Sid Garnett
Authorized Representative

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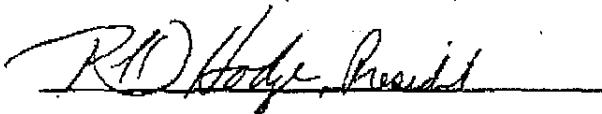
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Atlantica L.L.C.

REGISTERED AGENT/OFFICE
Florida Filing & Search Services, Inc.
1333 North Duval Street
Tallahassee, FL 32302

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



Date: 1/21/04

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