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KEYSTONE HOLDING GROUP, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

January 26, 2004

SIDNEY Z. BRODIE, ESQ.

SUBJECT: KEYSTONE HOLDING GROUP, L.L.C.
REF: W04000003093

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T-214 P 05/08 F-853

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: KEYSTONE HOLDING GROUP, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

10 NW 42ND AVENUE, SUITE 400, MIAMI, FLORIDA 33126

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Miguel Mouriz	10 NW 42 nd Avenue, Suite 400	
	Miami, Florida 33126	
Enrique Puig	"	"
Reinaldo Mouriz	"	"

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

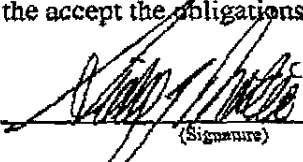
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**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **KEYSTONE HOLDING GROUP, L.L.C.**
2. The name and address of the registered agent and office is: **Sidney Z. Brodie, whose address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.**

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 property and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.



(Signature)

Jan 23, 2004
(Date)

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SIGNATURE OF MEMBER



Signature of a member or authorized representative of a member.
(In accordance with Section 604.453(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

MIGUEL MOURIZ

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