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January 13, 2004

New York 245 Park Avenue New York, NY 10167 U.S.A.

Frankfurt Platz der Einheit 1 D-60327 Frankfurt a.M. Germany Tel. +49 (69) 975-03428 Fax +49 (69) 975-03200 VIA CERTIFIED MAIL Florida Department of State

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re.: Global Expansion & Consulting, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above-referenced Corporation for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a filing receipt and a certified copy. The appropriate fee in the amount of \$155.00 is enclosed herewith as well.

Please contact us if you have any questions.

Sincerely yours,

for Alexander Reus

Maria F. Matiz Assistant

Enclosures AR/mfm

Articles of Organization

of

Global Expansion & Consulting, LLC

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

- 1. Name. The name of this Florida limited liability company shall be Global Expansion & Consulting, LLC ("Company").
- 2. **Duration.** The Company shall have perpetual existence unless sooner dissolved as provided by law or in the operating agreement of this Company.
- 3. Purpose. The Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.
- 4. Initial Place of Business. The initial principal place of business and mailing address of the Company are the same and shall be:

Global Expansion & Consulting, LLC 4779 Collins Avenue, Suite 2105 Miami Beach, Florida 33140

5. Registered Office and Registered Agent. The registered office of the Company shall be:

Alexander Reus, Esq. 4779 Collins Avenue, Suite 2105 Miami Beach, Florida 33140

and such other place or places as the Member(s) from time to time may determine. The name of the initial Registered Agent located at that address shall be Alexander Reus.

- 6. Admission of Additional Members. Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Operating Agreement of the Company.
- 7. Management of Business. The Company is a member-managed company. The following member shall initially manage the business of the Company:

Alexander Reus 4779 Collins Avenue, Suite 2105 Miami Beach, Florida 33140

- 8. Continuity. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved, unless a majority of the Membership Interests consent in writing to continue the business of the Company, or by Amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.
- 9. Amendments. These Articles may be amended from time to time by written consent of the majority of the Membership Interests, and such Amendments shall be filed with the Florida Department of State.

Alexander Reus Managing Member

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, as stated in the aforementioned Articles of Organization.

Alexander Reus, Esq. Registered Agent

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