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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

LIMITED LIABILITY COMPANY

OPIAMCA LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Pursuant to section 608.407 Florida Statutes, hereby the undersigned, acknowledges, and files the following Articles of Organization of a Limited Liability Company.

ARTICLE I - NAME

The name of the Limited Liability Company is

OPIAMCA LLC

ARTICLE II - ADDRESS

The initial mailing address of the Limited Liability Company is P.O. Box 592380, Miami, Florida 33159-2380 and the street address of its' principle office is 2240 N.W. 87th Avenue, Miami, Florida 33172.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The name and the Florida street address of the registered agent are:

Edgar J. Colmenares
2240 N.W. 87th Avenue
Miami, Florida 33172

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 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 provided for in Chapter 609, F.S..

[Handwritten Signature]
Registered Agent's Signature

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**ARTICLE IV - MANAGEMENT**

The business and affairs of the limited liability company shall be governed by managers and subject to the limitations set forth in an operating agreement. The actions of a member, manager, or any other person acting in any capacity other than, as a manager of the company in accordance with the terms of its' operating agreement shall not bind the limited liability company.

The members and managers of the Company shall be:

- Edgar J. Colmenares - General Manager and President
- Edgar F. Colmenares - Manager and Secretary
- Rafael E. Colmenares - Member and Director
- Marianella B. Colmenares - Member and Director
- Carlos Ramos - Member and Director
- Gisela Colmenares - Member and Director

**ARTICLE V - PERIOD OF DURATION**

The company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of Florida for filing and shall continue indefinitely unless sooner dissolved pursuant to the terms of its' operating agreement, or as otherwise provided by law.

**ARTICLE VI - PURPOSE**

The company is organized for the purpose of providing services and advice to oil companies in optimization and improvement in oil production, assets management, representation and dealership of products and oil equipment worldwide or any other lawful business permitted under the laws of the State of Florida.

**ARTICLE VII - MEMBERS, CONTRIBUTIONS AND INTEREST**

The managers of the Company shall be their members in accordance with regulations adopted by the members in accordance with regulations adopted by the members for the management of the business and affair of the Company. These regulations may not contain any provisions for the regulation and management of the affairs of the Limited Liability Company inconsistent with Florida statutes or these Articles of Organization.

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The initial Members' names and addresses of the Limited Liability Company, the amount of their initial Capital Contributions, and their initial Ownership Interest are:

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>OWNERSHIP INTEREST</u>
Edgar J. Colmenares 2240 N.W. 87th Avenue Miami, Florida 33172	\$ 220.00	22%
Edgar F. Colmenares URB San Isidro, 5ª Avenida Edif. Monami Nerio, Piso 2, Apt. 2C Maracay, Aragua 2101, Venezuela	100.00	10%
Rafael E. Colmenares Ave. Circunyalacion URB El Castano, QTA La Trainidad Maracay, Aragua 2101, Venezuela	100.00	10%
Marianella B. Colmenares URB San Isidro, 5ª Avenida Edif. Monami Nerio, Piso 6, Apt. 6C Maracay, Aragua 2101, Venezuela	100.00	10%
Carlos Ramos URB San Isidro, 5ª Avenida Edif. Residencias Anaro, Piso 4, Apt. 4C Maracay, Aragua 2101, Venezuela	100.00	10%
Gisela Colmenares URB La Soledad Calle el Kinder, QTA Mira Maracay, Aragua 2101, Venezuela	<u>380.00</u>	<u>38%</u>
<b>TOTAL</b>	<b>\$1,000.00</b>	<b>100%</b>

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***IN WITNESS WHEREOF***, The undersigned aforesaid organizers' authorized representative of the members, has made and subscribed these foregoing Articles of Organization on this 2<sup>nd</sup> day of February of the year 2004.

*(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*



Edgar L. Ceimnares  
Authorized Representative of the Members

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