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**LIMITED LIABILITY COMPANY**  
**SOUTH BAY PARTNERS LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SOUTH BAY PARTNERS LLC**

The undersigned has executed these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the limited liability company shall be **SOUTH BAY PARTNERS LLC** (the "Limited Liability Company").

**ARTICLE II  
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Limited Liability Company shall be located at **338 Minorca Avenue, Coral Gables, Florida 33134**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III  
MAILING ADDRESS**

The mailing address for the Limited Liability Company shall be **338 Minorca Avenue, Coral Gables, Florida 33134**.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is **338 Minorca Avenue, Coral Gables, Florida 33134** and the name of the company's Initial Registered Agent for service of process in the State of Florida, at that address is **International Registered Agents Corporation**.

Prepared By:  
Manuel E. Cabeza, Esquire (Fla. Bar No. 371165)  
Cabeza & Associates, P.A.  
338 Minorca Avenue  
Coral Gables, Florida 33134

Tel. (305) 444-7282

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**ARTICLE V  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### **ARTICLE VI DURATION**

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

#### **ARTICLE VII CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event causing the involuntary dissolution of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company unanimously elect to continue the business of the Limited Liability Company.

#### **ARTICLE VIII MEMBERS**

The Limited Liability Company shall have one or more members (the "Members"). The name and address of the initial Members are:

NAME	AMBERGATE HOLDINGS CORP
ADDRESS	35A Regent Street PO BOX 1777 Belize City, Belize

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NAME CARLY INTERNATIONAL S.A.  
ADDRESS 35A Regent Street  
PO BOX 1777  
Belize City, Belize

**ARTICLE IX  
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Limited Liability Company only upon the unanimous consent of all existing Members of the Limited Liability Company. Contributions required of new Members shall be determined as of their time of admission to the Limited Liability Company. A Member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Limited Liability Company, and may not be sold or otherwise transferred except with the unanimous written consent of all existing Members.

**ARTICLE X  
MANAGEMENT**

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name and address of the initial Manager is **VITALY BURDANOV, 338 Minorca Avenue, Coral Gables, Florida 33134.**

Dated this March 3, 2004



Manuel E. Cabeza  
Members' Authorized Representative

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**REGISTERED AGENT STATEMENT OF ACCEPTANCE**

Having been named as Registered Agent to accept service of process in the State of Florida for **SOUTH BAY PARTNERS LLC**, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this March 3, 2004

International Registered Agents Corporation

By: \_\_\_\_\_

  
Maria Elena Cardoso, Vice President

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