

# L04000022779

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**To:**

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

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## LIMITED LIABILITY COMPANY

jp on the sky L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
JP ON THE SKY L.L.C.

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is JP ON THE SKY LLC, (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive  
Suite O-305  
Miami, FL 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:  
FREEMAN, BUTTERMAN, HABER, ROJAS & STANHAM, LLP  
NICHOLAS STANHAM, ESQ.  
Florida Bar No.: 0038822  
520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131  
Telephone: (305) 374-3800

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**ARTICLE IV**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successor(s) are duly elected and qualified, shall be:

Juan Pablo Montiel Yanez

**ARTICLE V**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII**  
**OPERATING AGREEMENT**


The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23<sup>rd</sup> day of March, 2004.

  
\_\_\_\_\_  
Nicholas Stanham  
Duly Authorized Representative of a  
Member

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for JP ON THE SKY, L.L.C., to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 23<sup>rd</sup> day of March, 2003.

TRANSGLOBAL CORPORATE  
ADMINISTRATION, INC.

  
\_\_\_\_\_  
By: Nicholas Stanham, Director

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