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LIMITED LIABILITY COMPANY

ofmabrist holdings limited liability copany

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ARTICLES OF ORGANIZATION OF OEMABRIST HOLDINGS LIMITED LIABILITY COMPANY

The undersigned, acting as organizers of OEMABRIST HOLDINGS LIMITED LIABILITY COMPANY, under the Florida Limited Liability Company Act, adopt the following Articles of Organization:

I. NAME OF COMPANY

The name of the limited liability company (LLC) is OEMABRIST HOLDINGS LIMITED LIABILITY COMPANY.

II. PERIOD OF DURATION

The period of duration is indefinite from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

III. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act.

IV. REGISTERED OFFICE AND AGENT

The Company's principal place of business in Miami, Florida, is at the address of its initial registered agent, and the name and address of the initial registered agent at that address is 2655 Le Jeune Road, Suite 403, Coral Gables, Florida 33134.

V. MEMBERS

The LLC shall have two (2) members. MAITLAND THROSBY PRITCHETT and BLANCA OFELIA DEVIA DE PRITCHETT.

VI. ADDITIONAL MEMBERS

The members reserve the right to admit additional members on the unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Company's Operating Agreement.

VII. OPERATING AGREEMENT

The Operating Agreement of the Company will be executed by each member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

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VIII. CONTINUATION UPON WITHDRAWAL OF MEMBER

The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining members, and the remaining members agree to continue the Company by unanimous written consent within 90 days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.

VIII. LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

IX. MANAGERS

The names and business addresses of the initial managers are:

MAITLAND THROSBY PRITCHETT and BLANCA OFELIA DEVIA DE PRITCHETT

The managers may be removed and replaced by the Members, as provided in the Operating Agreement.

X. OWNERSHIP UNITS

The maximum number of ownership units which LC & BE LIMITED LIABILITY COMPANY is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which represent the ownership of that percentage of the total units outstanding at any time is the equivalent of the ratio in which one (1) is the numerator and the total number outstanding is the denominator.

X. REGISTERED AGENT

The name and mailing address of the company's registered agent is ALEXANDER J. ALFANO, ESQ. whose mailing address is 2655 Le Jeune Road, Suite 403, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on April 10, 2004.

By: [Signature]

Organizer

By: _____

Organizer

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is OFMABRIST HOLDINGS LIMITED LIABILITY COMPANY.
2. The name of the registered agent is ALEXANDER J. ALFANO.
3. The address of the registered agent/principal office is ALEXANDER J. ALFANO and his address is 2655 Le Jeune Road, Suite 403, Coral Gables, Florida 33134.
4. Acceptance

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT


ALEXANDER J. ALFANO
REGISTERED AGENT

Date: APRIL 10TH, 2004

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