

L04000031093

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000085943 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

LIMITED LIABILITY COMPANY

S-B2B CONSULTANTS LATIN AMERICA, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$155.00 |

Electronic Filing Menu

Corporate Filing

Public Access Help

H04000085943 3

**ARTICLES OF ORGANIZATION
OF
S-B2B CONSULTANTS LATIN AMERICA, LLC**

The undersigned, being a duly authorized representative of the members, 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 S-B2B CONSULTANTS LATIN AMERICA, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

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.

H04000085943 3

FILED
2004 APR 22 AM 10:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

H04000085943 3

ARTICLE V**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE VI**MANAGERS**

The name and address of the initial Managers of the Company are:

Jorge Mario Solares
Patricia Solares de Prera
c/o 701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE VII**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 VIII**ADDITIONAL MEMBERS**

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

ARTICLE IX**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, if any.

FILED
2004 APR 22 AM 10:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR 22 2004 11:00 AM FR HOLLAND & KNIGHT

TO 22275#095000#362 P.04

H04000085943 3

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of April, 2004.

Frances Gail Faigenblat

Frances Gail Faigenblat
Duly Authorized Representative of a
Member


FILED
2004 APR 22 AM 10:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

H04000085943 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for S-B2B CONSULTANTS LATIN AMERICA, LLC 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 22nd day of April, 2004.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Name: Ronald Albert, Jr.
Title: Vice President

#1883330_v1

FILED
2004 APR 22 AM 10:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA