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LIMITED LIABILITY COMPANY

portowater, llc

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The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

i. Name

The name of the Limited Liability Company is Portowater, LLC (the "Company").

II. PRINCIPAL OFFICE

The mailing and street address of this Company's principal office shall be Avenue, Sunny Isles Beach, Florida 33160.

III. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be Hernan Gleizer whose business address is 18206 Collins Avenue, Sunny Isles Beach, Florida 33160, which shall be the registered office of this limited liability company.

IV. MANAGEMENT BY MANAGER

This Company shall be manager-managed company.

V. Managers

The initial Managers of the Company shall be:

Fernando Alpern Elias Tuachi Manager/Membe Manager/Membe

Fernando Alpern

Pastorney in tour

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STATEMENT OF ACCEPTANCE

OF

REGISTERED AGENT OF PORTOWATER, LLC

In accordance with the Florida Limited Liability Company. Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 18206 Collins Avenue, Sunny Islan Beach, Florida 33160 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: April 28, 2004

SECRETARY OF STALLAHASSEE, FLO

as Attorney in tad

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