

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000041877
FILED 8:00 AM
June 03, 2004
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:

CARLYLE HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

36 NE 1ST STREET
SUITE 1018
MIAMI, FL. US 33132

The mailing address of the Limited Liability Company is:

36 NE 1ST STREET
SUITE 1018
MIAMI, FL. US 33132

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

ERAN FRAI
36 NE 1ST STREET
SUITE 1018
MIAMI, FL. 33132

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Registered Agent Signature: ERAN FRAI

Article V

The name and address of managing members/managers are:

Title: MGRM
ERAN FRAI
36 NE 1ST STREET, SUITE 1018
MIAMI, FL. 33132 US

Title: MGRM
ELISABETH FRAI
36 NE 1ST STREET, SUITE 1018
MIAMI, FL. 33132 US

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Article VI

The effective date for this Limited Liability Company shall be:

06/03/2004

Signature of member or an authorized representative of a member

Signature: ERAN FRAI