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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS

## LIMITED LIABILITY COMPANY

D &amp; R Holdings, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
D & R Holdings, LLC

### Article II. Address

The Company's street and mailing address is:  
D & R Holdings, LLC  
1835 Main Street, Suite 101  
Weston FL 33326

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Luis Descalzi  
1835 Main Street, Suite 101  
Weston FL 33326

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

LUIS DESCALZI  
1835 Main Street, Suite 101 Weston FL 33326  
AUGUSTO RICCIARDELLI  
1835 Main Street, Suite 101 Weston FL 33326

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Article VI. Company Existence

The Company's existence shall begin effective as of June 30, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on June 30, 2004.



CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

D & R Holdings, LLC

REGISTERED AGENT/OFFICE:

Luis Descalzi  
1835 Main Street, Suite 101  
Weston FL 33326

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS DESCALZI  
by D. Stoutt as attorney-in-fact

Date: June 30, 2004

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Miami Beach FL 33139  
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