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**LIMITED LIABILITY COMPANY**

**sixteen usa llc**

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ARTICLES OF ORGANIZATION  
OF  
SIXTEEN USA LLC,  
a Florida limited liability company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the Company is: SIXTEEN USA LLC,  
a Florida limited liability company

The street address of the principal office of the Company and the mailing address of the Company are:  
2501 Brickell Avenue, Apt 704  
Miami, FL 33129

ARTICLE II. DURATION

The Company shall commence its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III. PURPOSES

The general purposes for which the Company is organized are;

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is:  
2501 Brickell Avenue, #704,  
Miami, FL 33129

The name of its initial registered agent at such address is:  
H. JORGE MORENO

ARTICLE V. INITIAL MEMBERS & ADMISSION OF ADDITIONAL MEMBERS

1. The initial members are: H. JORGE MORENO  
address: 2501 Brickell Avenue, #704  
Miami, FL 33129  
MARIANO CONCHA  
address: 2501 Brickell Avenue, #704  
Miami, FL 33129

2. No members in addition to the TWO (2) hereinabove specified shall be admitted to the Company, except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI. TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE VII. MANAGEMENT

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1. The management of the Company shall be reserved by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreement entered into by, the members for the management of the business and affairs of the Company.
2. The initial designated member-manager is:

**H. JORGE MORENO**  
 address: 2501 Brickell Avenue #704  
 Miami, FL 33129

#### ARTICLE VIII. VOTING

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

#### ARTICLE IX. OPERATING AGREEMENT

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by unanimous vote, adopt, alter, amend or repeal the operating agreement of the Company

Executed by the undersigned, as the authorized representative of the members, this 27<sup>E</sup> day of AUGUST, 2004.

MARIA-CRISTINA DEL-VALLE P.A.

By: 

**M. CRISTINA DEL-VALLE, ESQ.**  
 Florida Bar #036084

2 Alhambra Plaza, PH-2B  
 Coral Gables, FL 33134  
 Ph# (305) 446-5711  
 Fax (305) 446-5523

#### ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
 Registered Agent Signature

Print Name: **H. JORGE MORENO**  
 Address: 2501 Brickell Avenue, MIA, FL 33129  
 Date: 8/27/04

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