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HASSEE, FLORIDA

# Thomas J. Skola

Attorney at Law

Brickell Bay Office Towers 1001 Brickell Bay Drive Suite 1508 Miami, Florida 33131

Telephone: (305) 577-3988 Fax: (305) 536-0120

September 21, 2004

Email: tjs@tskola.com

VIA FEDERAL EXPRESS AWB# 843467758695

Florida Department of State

Division of Corporations 409 East Gaines Street Tallahassee FL 32399

Re: Grupotiasa LLC

Dear Sirs:

Enclosed are the Articles of Organization for Grupotiasa LLC, a Florida limited liability company, and our check in the amount of \$155.00.

Your prompt return of the certified copy of these Articles of Organization to my attention at the above address will be appreciated.

Sincerely,

Thomas J. Skola

TJS/am

enclosure

# Articles of Organization for Grupotiasa LLC

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

- Name. The name of this limited liability company is "Grupotiasa LLC" ("Company").
- 2. Duration. The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
- 3. Purpose. The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
- 4. Principal Place of Business. The mailing and street address of its initial principal place of business is:

Millennium Tower Condominium Hotel Unit 3509 1425 Brickell Avenue Miami, FL 33131

5. Registered Agent and Office. The name and address of its registered agent, whose Appointment as Registered Agent" is included with these Articles, is:

Thomas J. Skola, Esq. 1001 Brickell Bay Drive, Suite 1508 Miami, FL 33131

The address of its registered office is:

1001 Brickell Bay Drive, Suite 1508 Miami, FL 33131

- 6. Capitalization. The capital contribution of its single member has a value of \$1,000.00.
- 7. Additional Capital Contributions of Members. Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
- 8. Admission of Additional Members. Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
- 9. Continuity. The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

10. Management. The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Maria del Carmen Mendaro Posada Millennium Tower Condominium Hotel Unit 3509 1425 Brickell Avenue Miami, FL 33131

11. Initial Member. The name and address of the initial single member of the Company are as follows:

Terrenos Industrias y Almacenes S.A. Pza. Reyes Magos, 8 Madrid, 28007 Spain day of September, 2004 Juan Carlos Mendaro Posada. as the authorized representative of the single member, Terrenos Industrias y Almacenes S.A. State of Florida ) ) ss County of Miami-Dade ) The foregoing Articles of Organization were acknowledged before me on this September, 2004, by Juan Carlos Mendaro Posada, as an authorized representative of the single member, who has produced his passport for identification. Notary Pub Thomas J. Skola Commission # DD 032748 My Commission expires: Expires July 22, 2005

Bonded Thru Name of Notary:

## Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.

Atlantic Bonding Co., Inc.

Thomas J. Skola, as Registered Agent