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From-Katz Baron Squitiero & Faust, P.A.

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Florida Department of State
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Account Name : Katz Barron Squitiero Faust
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LIMITED LIABILITY COMPANY

RETAIL 360 LLC

Certificate of Status	0
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Page Count	02-3
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**ARTICLES OF ORGANIZATION
OF
RETAIL 360 LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I
NAME**

The name of the Company is **RETAIL 360 LLC.**

**ARTICLE II
ADDRESS**

The mailing address and principal business address of the Company is Calle 20 A Sur #22 A-197 Apt. 702, Medellin Colombia.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 2699 S. Bayshore Drive, 7th Floor, Miami, FL 33133, and the name of the initial registered agent of the Company at that address is **CORPCO, INC.**

**ARTICLE IV
DURATION AND EFFECTIVE DATE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

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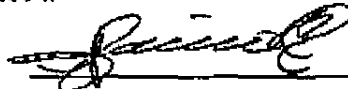
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**ARTICLE V
MANAGEMENT OF COMPANY**

Management of the Company shall be vested in the Manager(s) and it is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 6 day of November, 2004.



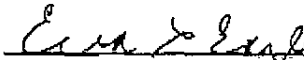
Nestor Gonzalez
Authorized Representative

ACCEPTANCE OF 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 the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 6 day of November, 2004.

Corpro, Inc.


By: Erica L. English
Title: Vice President

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