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LIMITED LIABILITY COMPANY

Las Marias Trading, LLC

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**ARTICLES OF ORGANIZATION OF
LAS MARIAS TRADING, LLC**

The undersigned hereby certifies that he has caused to be filed these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

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The name of the limited liability company' shall be Las Marias Trading, LLC, and its principal place of business shall be 8350 N.W. 52nd Terrace, Suite 201, Miami, Florida 33166, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE IV LIMITED LIABILITY COMPANY POWERS, MANAGEMENT AND REGULATIONS

This limited liability company shall be managed by one or more managers to be elected by the members and is, therefore, a manager - managed company. The names and addresses of the persons who shall serve as managers until the organizational meeting of members or until their successor(s) are elected and qualify are as follows:

Pablo B. Navajas, Iraia 2021 Buenos Aires, 1164 ARGENTINA

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

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ARTICLE V
DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office of this limited liability company shall be located at 8350 N.W. 52nd Terrace, Suite ²⁰⁰ 301, Miami, Florida 33166. The mailing address of the limited liability company is 8350 N.W. 52nd Terrace, Suite 301, Miami, Florida 33166.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name of the initial registered agent of the limited liability company is Laureano A. Lopez, whose address is 8350 N.W. 52nd Terrace, Suite ²⁰⁰ 301, Miami, Florida 33166.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations of the company or a written agreement among the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE IX
RECITATIONS

The undersigned, being an original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Las Marias Trading, LLC.

Executed by the undersigned at Brownsville, ARG, on the 3 day of DEC, 2004.


Pablo B. Navajas

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Filed By:

JORGE L. FORS, P.A., JORGE L. FORS, ESQ. FL BAR # 347 647
1108 Ponce de León Blvd., Coral Gables, FL 33134 (305) 448-5977

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Jan. 4. 2005- 12:00PM

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No. 5282 P. 5/6

#05000001598

SS REPUBLIC OF ARGENTINA
CITY OF BUENOS AIRES
EMBASSY OF THE UNITED STATES OF AMERICA

BEFORE ME, the undersigned authority, personally appeared PABLO B. NAVAJAS, known to me or who produced as identification US passport and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of December, 2004.

Name: _____

LIDIA RICHARDSON
Consular Associate

My Commission Expires:

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Jan. 4. 2005 12:00PM

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No.5282 P. 6/6

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LAS MARIAS TRADING, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: LAS MARIAS TRADING, LLC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED LAUREANO A. LOPEZ, LOCATED AT 8350 N.W. 52nd Terrace, Suite ²⁰⁰ ~~201~~, Miami, Florida 33166, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Pablo B. Navajas

TITLE MEMBER

DATE 7 December, 2004

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Laureano A. Lopez

DATE 12/31/04, 2004

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