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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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**LIMITED LIABILITY COMPANY**

**CONOSUR INVESTMENTS, LLC**

Certificate of Status	0
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J. BRYAN JAN 25 2005

ARTICLES OF ORGANIZATION  
FOR  
LIMITED LIABILITY COMPANY  
OF  
CONOSUR INVESTMENTS , LLC

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is:

CONOSUR INVESTMENTS, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1510 NW 79<sup>TH</sup> AVENUE  
DORAL, FL 33126

ARTICLE III - DURATION

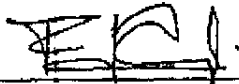
The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company dissolves in accordance with the provisions of the company's regulations or these articles of organization.

**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent and office is:

Fernando Carpaneto  
5650 Alton Road  
Miami Beach, FL 33140

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.



Fernando Carpaneto, Registered Agent

01/21/05

Date

**ARTICLE V - PERCENTAGE INTEREST AND MEMBERSHIP CERTIFICATE**

The profits and losses of the company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest - which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members - unless otherwise provided in the regulations of the company. A member's interest in the company may be evidenced by a Membership Certificate issued by the company.

**ARTICLE VI - DISSOLUTION**

The company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the company for any reason, unless the business of the company is continued by the consent of all the remaining members of the company within 75 days after any of these events.

**ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member unless a majority of members consent in writing to the issuance of units to an additional member for fair consideration.

#### ARTICLE VIII – TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the company without the written agreement of the majority of the units. If a majority of the units do not approve of the assignment, 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 assignor was entitled, to the extent assigned.

#### ARTICLE IX - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of each Managing Member of the company and on which the company's everyday business and affairs shall be vested shall be:

Fernando Carpaneto, General Manager  
5650 Altou Road  
Miami Beach, Florida 33140

Gonzalo del Valle, Managing Member  
8700 SW 57th Street  
Cooper City, Florida 33328

Hugo Roman, Managing Member  
5650 Altou Road  
Miami Beach, Florida 33140

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)