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Division of Corporations

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LIMITED LIABILITY COMPANY

EBS AMERICA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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2004 JAN 31 PM 12:47
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
EBS AMERICA, LLC**

These Articles of Organization of EBS AMERICA, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is EBS AMERICA, LLC.

**ARTICLE II
ADDRESS**

The principal place of business address and mailing address of the Company is 200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Corporate International Registered Agents, Inc., 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its Managers as set forth in its Operating Agreement and is therefore a manager-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 28 day of January, 2005.

By: Marta Araoz de la Torre
Marta Araoz de la Torre
Member

(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).

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the limited liability company is EBS AMERICA, LLC.
- (2) The name and street address of the Florida registered agent and office are:

Corporate International Registered Agents, Inc.
200 South Biscayne Boulevard
41st Floor
Miami, Florida 33131

PO-26282

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 the 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 in Chapter 608, F.S.

CORPORATE INTERNATIONAL REGISTERED AGENTS, INC.

By: 
Betsy Parenti, Vice President

Date: January 28, 2005

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