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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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DIVISION OF CORPORATION

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**LIMITED LIABILITY COMPANY**

**inversiones las americas international investments,**

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF  
**INVERSIONES LAS AMERICAS INTERNATIONAL**  
**INVESTMENTS, LLC**

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be INVERSIONES LAS AMERICAS INTERNATIONAL INVESTMENTS, LLC (the "Company").

**ARTICLE II**  
**DURATION**

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

**ARTICLE III**  
**PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 20801 Biscayne Blvd., 4<sup>th</sup> Floor, Aventura, Florida 33180, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be William H. Alborno. The address of the initial registered agent is 801 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134.

**ARTICLE VI**  
**MANAGEMENT**

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

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**XOCHITL A. VALDIVIESO**  
20801 Biscayne Blvd.  
4<sup>th</sup> Floor  
Aventura, Florida 33180

**ARTICLE VII**  
**NEW MEMBERS**

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

**ARTICLE VIII**  
**DISSOLUTION AND MEMBERS RIGHTS**  
**TO CONTINUE BUSINESS**

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 8 day of April, 2005, effective upon filing same with the Florida Department of State.

  
Xochitl A. Valdivieso, Manager

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

  
William H. Albornoz, Esquire

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