

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY
NAUTICA RESOURCE MANAGEMENT LLC

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| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 04 |
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ARTICLES OF ORGANIZATION

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Article I. Name

CLERK OF STATE
TALLAHASSEE, FLORIDA

The name of this Florida limited liability company is:
NAUTICA RESOURCE MANAGEMENT LLC

Article II. Address

The Company's street and mailing address is:
NAUTICA RESOURCE MANAGEMENT LLC
801 Brickell Avenue, Suite 1580
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221B
Palm Beach Gardens FL 33410 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, 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 the assignor was entitled, to the extent assigned.

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

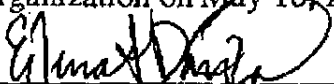
This will be a manager-managed company. The name and address of each manager is:

JUAN CARLOS MAS
801 Brickell Avenue, Suite 1580 Miami FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of May 16, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on May 16, 2005.



CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President

by E.S. Davila as attorney-in-fact

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

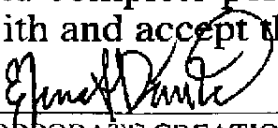
LIMITED LIABILITY COMPANY:

NAUTICA RESOURCE MANAGEMENT LLC

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS NETWORK INC.
Taitle Baez, Vice President
by E.S. Davila as attorney-in-fact**

Date: 5/16/05.

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