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Division of Corporations
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JW

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305) 444-4994
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LIMITED LIABILITY COMPANY

MINMETALS DALIAN CO, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 23, 2005

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: MINMETALS DALIAN CO, LLC
REF: W05000025564

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Jason Merrick
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- Name:

The Name of the Limited Liability Company is:

Minmetals Dalian Co, LLC

ARTICLE II- Address:

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

**2600 S. Douglas Road PH-6
Coral Gables, Florida 33134**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual

ARTICLE IV- Management:

The Limited Liability Company is to be co-managed by two managers and the name and address of such managers who is to serve as managers:

**Ricardo Tinoco
Vicente Rios
2600 S. Douglas Road PH-6
Coral Gables, Florida 33134**



Signature of a member or an authorized representative of a member

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

ARTICLE V- Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be pursuant to the Management Agreement.

**Jose I. Padial, PA
2600 Douglas Rd. PH-6
Coral Gables, Florida 33134
(305) 443-8010**

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ARTICLE VI- Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, shall be pursuant to the Management Agreement.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Minmetals Dallen Co, LLC

2. The name and the Florida street address of the registered agent are:

Jose I. Padial

**2600 Douglas Road PH-6
Miami, Florida 33134**

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.



Jose I. Padial

Jose I. Padial, PA
2600 Douglas Rd. PH-6
Coral Gables, Florida 33134
(305) 443-8010

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