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To:

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

From:

Account Name : LARREA & ORTEGA, P.A.
Account Number : I20010000067
Phone : (305)476-8701
Fax Number : (305)476-8721

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RECEIVED DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

PAN AMERICAN PROJECTS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04 3
Estimated Charge	\$130.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PAN AMERICAN PROJECTS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is **PAN AMERICAN PROJECTS, LLC**
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2043.
3. Mailing Address and Street Address. The Company's mailing and street address is: **150 Alhambra Circle, Suite 925, Coral Gables, Florida 33134.**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **LARREA & ORTEGA**. The street address of the initial registered agent of the Company is **150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134.**
5. Additional Members. Additional members to the Company may be admitted, but only in accordance with the Operating Agreement for the Company.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is vested, initially, in a Manager elected by the Members. The following will be the initial Manager:

Name and Address:

Carlos C. Lopez-Cantera

150 Alhambra Circle
Suite 925
Coral Gables, FL 33134


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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 6th day of June, 2005.



Linda Larrea, Esq., Attorney and
authorized representative

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

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

1. The name of the limited liability company is:

PAN AMERICAN PROJECTS, LLC


2. The name and address of the registered agent and office is:

**Larrea & Ortega
150 Alhambra Circle, Suite 950
Coral Gables, 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.

LARREA & ORTEGA, a general partnership
Registered Agent

By: Linda Larrea, P.A., its general partner


Linda Larrea
President

6-6-05
(Date)

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