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Florida Department of State  
Division of Corporations  
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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

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

A-Venture Capital Estates, LLC

FILED  
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TALLAHASSEE, FL

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# ARTICLES OF ORGANIZATION

## Article I. Name

The name of this Florida limited liability company is:  
A-Venture Capital Estates, LLC

## Article II. Address

The Company's street and mailing address is:  
A-Venture Capital Estates, LLC  
205 WORTH AVE., Suite 317  
Palm Beach FL 33480 USA

## Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
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.

PROSPERITY FARMS ROAD  
PALM BEACH GARDENS  
FL 33410  
7-5-05  
11:41 AM

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

EFFECTIVE DATE

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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

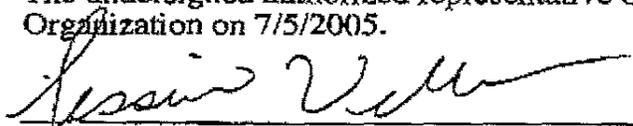
This will be a manager-managed company. The name and address of each manager is:

JEAN MARC LOPEZ  
205 WORTH AVE., Suite 317 Palm Beach FL 33480  
KERRY ANNE KENSINGTON  
205 WORTH AVE., Suite 317 Palm Beach FL 33480

Article VII. Company Existence

The Company's existence shall begin effective as of 7/5/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 7/5/2005.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Jessica Vella Vice President

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

SECRETARY  
MILAN ASSOCIATES  
2005 JUL -5 AM 00:56

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# STATEMENT OF REGISTERED AGENT

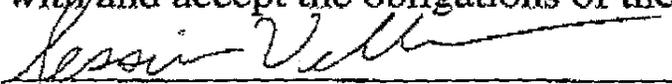
## LIMITED LIABILITY COMPANY:

A-Venture Capital Estates, 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.  
Jessica Vella, Vice President

Date: 7/5/2005.

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Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107