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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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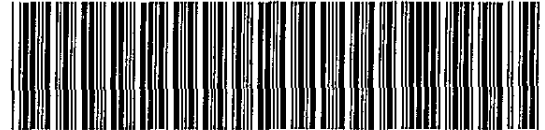
(Business Entity Name)

(Document Number)

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05 JUL -5 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

April 28, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: HBC USA, LLC.
(Proposed Limited Liability Company Name)

Enclosed is an original and one (1) copy of the articles of organization, and a check in the amount of \$125.00 in payment of filing fees and designation of registered.

From: **Pablo Alberto Hernandez-Bohmer**
4403 Foxtail Lane
Weston, FL 33331

FILED
05 JUL -5 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

HBC USA, LLC

Article I – Name

The Name of the Limited Liability Company is:

HBC USA, LLC

Article II – Principal Office

The initial principal place of business of this Limited Liability Company is:

C/O Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

The initial mailing address of this Limited Liability Company is:

C/O Pablo Alberto Hernandez-Bohmer
4403 Foxtail Lane
Weston, FL 33331

Article III – Management

This member managed limited liability company is managed by those whose names and addresses are as follows:

Pablo Alberto Hernandez-Bohmer, Manager Member
4422 Foxtail Lane, Weston, FL 33331

All limited liability company powers, business, and affairs shall be exercised or directed by or under the authority of the aforementioned managers.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV – Capital Contributions

Capital contributions in the amount of One Hundred Dollars (\$100.00) shall be paid by the following members whose names and addresses are as follows:

Hernandez Bohmer Construcciones S.A. (HBC S.A.) Avenida Roosevelt, 25-35, Cali, Valle, Colombia	\$99.00
Pablo Alberto Hernandez-Bohmer 4422 Foxtail Lane, Weston, FL 33331	\$1.00

Article V – Initial Registered Agent and Address

The name and address of the initial registered agent for this corporation is:

Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

Article VI – Purpose

The Purpose of this Limited Liability Company is: the investment in and construction of real property and any or all-lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

Article VII – Duration

The Limited Liability Company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by its members.

Article VIII – Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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STATE OF FLORIDA
TALLAHASSEE

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Every member, upon the increase in the capital of the Limited Liability Company whether it be previously authorized in the Articles of Organization filed originally or authorized by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Article IX- Beginning of LLC's Existence

The date when the existence of this Limited Liability Company shall begin business shall be the time of filing of these Articles of Organization by the Department of State.

Article X- Limitation of Liability

Each member or manager, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a member or manager of the Limited Liability Company or of any subsidiary, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any member or manager may be entitled as a matter of law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Limited Liability Company to indemnify or reimburse any person in any proper case even though not specifically provided for herein.

Article XI- Self Dealing

No contract or other transaction between the Limited Liability Company and other entities, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members or managers of this Limited Liability Company is or are interested in a contract or transaction, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a member or manager of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from this contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided by the fact that he is so interested shall be disclosed or shall be known to the other members and managers.

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05 JUL -5 PM 1:38
CLERK OF STATE
TREASURER
DEPARTMENT OF STATE
HARRISBURG, PENNSYLVANIA

Article XII- Amendments

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the unanimous vote of all its members, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

Article XIII – Profits and Losses

Profit Sharing: The members shall be entitled to the net profits arising from the operation of the Limited Liability Company's business that remain after payment of the expenses of conducting its business. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members after year's end, according to their participative share.

Loss Sharing: All losses that occur in the operation of the Limited Liability Company's business shall be paid out of the capital contributed and undistributed profits.

Organizer

The name and address of the Organizer for this Limited Liability Company is:

Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

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

Pablo A. Bohmer

March 28th 2005

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL -5 PM 1:38

FILED

J.K.

**Certificate of Designation of
Registered Agent/Registered Office**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

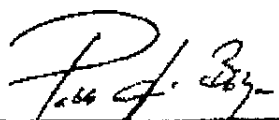
The name of the Limited Liability Company is:

HBC USA, LLC

The name and address of the initial registered agent for this Limited Liability Company is:

Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

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.



Signature of Registered Agent

March 28th 2005

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pablo Alberto Hernandez-Bohmer, Manager Member
4422 Foxtail Lane, Weston, FL 33331

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VIII – Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Every member, upon the increase in the capital of the Limited Liability Company whether it be previously authorized in the Articles of Organization filed originally or authorized by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Article IX- Beginning of LLC's Existence

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Article X- Limitation of Liability

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Limited Liability Company to indemnify or reimburse any person in any proper case even though not specifically provided for herein.

Article XI- Self Dealing

No contract or other transaction between the Limited Liability Company and one or more of the members or managers of this Limited Liability Company is or are interested in a contract or transaction, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a member or manager of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from this contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided by the fact that he is so interested shall be disclosed or shall be known to the other members and managers.

05 JUL -5 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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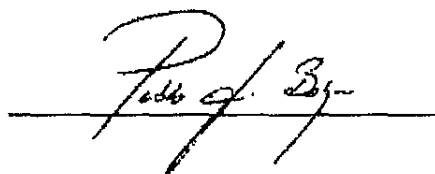
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Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

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



March 28th 2008
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL -5 PM 1:38

FILED
27

**Certificate of Designation of
Registered Agent/Registered Office**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

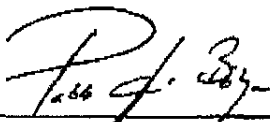
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Pablo Alberto Hernandez-Bohmer
4422 Foxtail Lane
Weston, FL 33331

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.



Signature of Registered Agent

March 20th 2005

Date

05 JUL -5 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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