

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000073536
FILED 8:00 AM
July 27, 2005
Sec. Of State
mhodges

Article I

The name of the Limited Liability Company is:

SMARTCITY DEVELOPMENT LLC

Article II

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

1500 CLEVELAND ROAD
MIAMI BEACH, FL. 33141

The mailing address of the Limited Liability Company is:

1500 CLEVELAND ROAD
MIAMI BEACH, FL. 33141

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

FERNANDEZ-BERGNES & ASSOC PA
7490 WEST FLAGLER STREET
MIAMI, FL. 33144

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.

Registered Agent Signature: ANGEL F FERNANDEZ

Article V

The name and address of managing members/managers are:

Title: MGR
MARIA SARMIENTO
1500 CLEVELAND ROAD
MIAMI BEACH, FL. 33141

Title: MGR
ADRIANA MOLINA
1500 CLEVELAND ROAD
MIAMI BEACH, FL. 33141

Title: MGRM
MASTER MIND INTERNATIONAL GROUP LLC
50 SW 10 STREET #918
MIAMI, FL. 33130

Title: MGR
LUIS G SARMIENTO
1500 CLEVELAND RD
MIAMI BEACH, FL. 33141

Title: MGR
CONSTANZA SARMIENTO
1500 CLEVELAND ROAD
MIAMI BEACH, FL. 33141

Signature of member or an authorized representative of a member

Signature: CARMEN M PETERS

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