

Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

CUVAL LLC

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To: Division of Corporations
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Date: Wed, 17 Aug 2005 12:59:35 -
0400

From: Carlos Mas

of Pages: 4

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Comments:

Please see attached Articles of Organization for filing.

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Adorno & Yosa LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134
(305) 460-1000

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**ARTICLES OF ORGANIZATION
OF**

**CUVAL LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the limited liability company is Cuval LLC, a Florida limited liability company (the "Company").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be c/o Raul Sanz Machado, Esq., Aveledo, Klemprer Rivas, Perez, Trujillo Sanz & Asociados, Escritorio Juridico, Torre Delta, Piso 11, Av. Francisco De. Miranda, Altamirea Sur, Caracas 1062, Venezuela.

ARTICLE III: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Carlos A. Mas, Esq. The address of the initial registered agent is 2525 Ponce de Leon Blvd., Suite 400, Miami, Florida 33134.

ARTICLE IV: DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V: PROFITS AND LOSSES

Profits and losses shall be allocated to the member(s), as provided in the Operating Agreement, duly adopted and as amended from time to time by the member(s).

ARTICLE VI: RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or

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become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

ARTICLE VII: MANAGEMENT

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the member(s) for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial Manager of the Company shall be Raul Sanz Machado.

ARTICLE VIII: AMENDMENT

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 17th day of August, 2005.



Carlos A. Mas
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Cuval LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 

Carlos A. Mas

Dated: August 17, 2005