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DIVISION OF CORPORATION

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

boschetti capital partners III, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
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gm

05 AUG 30 AM 10:33
STATE
TALLAHASSEE-FLORIDA

(4)

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ARTICLES OF ORGANIZATION

FOR

BOSCHETTI CAPITAL PARTNERS III, LLC

ARTICLE 1. - NAME:

The name of this Limited Liability Company ("Company") shall be:

BOSCHETTI CAPITAL PARTNERS III, LLC

ARTICLE 2. - ADDRESS

The mailing address and street address of the principal office of the Company is:
1200 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE 3. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE 4. - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

Jose R. Boschetti
1200 Ponce de Leon Blvd.
Miami, Florida 33134

Luis R. Boschetti
1200 Ponce de Leon Blvd.
Miami, Florida 33134

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STATE
TALLAHASSEE, FLORIDA

ARTICLE 5. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

ARTICLE 6. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall

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be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.



Signature of a member or an authorized representative of a member

(In accordance with section 607.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TOTAL P.04

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BOSCHETTI CAPITAL PARTNERS III, LLC

2. The name and the Florida street address of the registered agent are:

JOSE R. BOSCHETTI

NAME

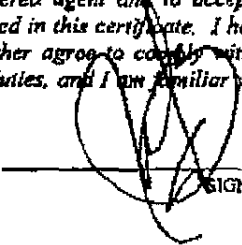
1200 Ponce de Leon Blvd.

Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33134

CITY, STATE AND ZIP

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

05 AUG 30 11:33
TALLAHASSEE
FLORIDA

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