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OCT 12 2005 4:50 PM ARAZOZA, DE TORRES & FERNANDEZ-FRAGA 305 442 4829  
Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

**LIMITED LIABILITY COMPANY**

**KROME GOLD RANCHES MANAGEMENT, LLC.**

Certificate of Status	1
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Page Count	03
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ARTICLES OF ORGANIZATION

OF

KROME GOLD RANCHES MANAGEMENT, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Limited Liability Company is: KROME GOLD RANCHES MANAGEMENT, LLC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV  
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 1390 SOUTH DIXIE HIGHWAY, SUITE 2120, CORAL GABLES, FL 33126. The Board of Managers may from time to time move the principal office to another address in Florida.

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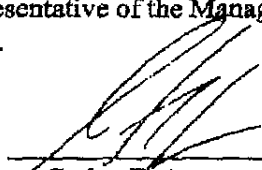
ARTICLE V  
REGISTERED OFFICE, REGISTERED AGENT

That KROME GOLD RANCHES MANAGEMENT, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI  
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The Initial Managers shall be: (i) ARMANDO J. GUERRA of 1390 SOUTH DIXIE HIGHWAY, SUITE 2120, CORAL GABLES, FL 33126; (ii) AGUSTIN HERRAN of 1390 SOUTH DIXIE HIGHWAY, SUITE 2120, CORAL GABLES, FL 33126; and (iii) RODNEY BARRETO of 1390 SOUTH DIXIE HIGHWAY, SUITE 2120, CORAL GABLES, FL 33126

WITNESS the hand and seal of the Authorized Representative of the Managers in Miami-Dade County, State of Florida, this 12<sup>th</sup> day of October, 2005.

By:   
Name: Carlos F. Arazoza  
Authorized Representative

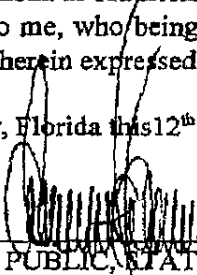
STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

PERSONALLY appeared before me, Carlos F. Arazoza as Authorized Representative of the Managers of the Company, who is personally known to me, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 12<sup>th</sup> day of October, 2005.



**Laura Kohn**  
Commission #DD319617  
Expires: May 16, 2008  
Bonded Through  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

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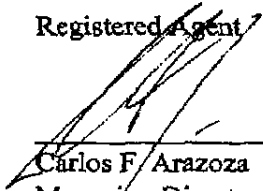
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That KROME GOLD RANCHES MANAGEMENT, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent

  
\_\_\_\_\_  
Carlos F. Arazoza  
Managing Director  
Arazoza & Fernandez-Fraga, P.A.  
Date: October 12, 2005

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CLERK OF COURT  
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