

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY****RITA PARTNERS, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
RTTA PARTNERS, LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopts the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is RTTA PARTNERS, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

782 NW Le Jeune Road  
Suite 650  
Miami, FL 33126

The mailing address of the Company is:

782 NW Le Jeune Road  
Suite 650  
Miami, FL 33126

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, FL 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

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#### **ARTICLE IV**

##### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### **ARTICLE V**

##### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE VI**

##### **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

#### **ARTICLE VII**

##### **MANAGERS**

The name and address of the initial Manager of the Company is:

Marta de la Guardia de Díaz  
Avenida Balboa, Edificio Balboa Plaza  
Local 111, Planta Baja  
Ciudad de Panamá, República de Panamá

#### **ARTICLE VIII**

##### **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

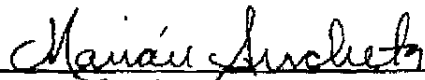
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**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 13<sup>th</sup> day of October, 2005.

  
Marián Ancheta,  
Duly Authorized Representative of the  
Members

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for RITA PARTNERS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 13<sup>th</sup> day of October, 2005.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

Jorge Hernandez-Torres, Vice President

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