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Florida Department of State  
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## To:

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## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

EFFECTIVE DATE

11/22/05

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## LIMITED LIABILITY COMPANY

KW Investments USA LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
KW Investments USA LLC

### Article II. Address

The Company's street and mailing address is:  
KW Investments USA LLC  
11845 SW 43rd Street  
Miami FL 33175

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Rene Navarro, P.A.  
2929 SW 3rd Avenue  
Suite 210  
Miami FL 33129

EFFECTIVE DATE

11/22/05

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Rene Navarro 1 FL Bar Member 894508  
Rene Navarro, P.A.  
2929 SW 3rd Avenue  
Suite 210  
Miami FL 33129  
305-860-6393

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

JESUS TELLECHEA  
11845 SW 43rd Street Miami FL 33175

Article VII. Company Existence

The Company's existence shall begin effective as of 11/22/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 11/22/2005.

  
\_\_\_\_\_  
RENE NAVARRO

by T. Baez as attorney-in-fact

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ON JUNE 11, 2005  
TALLAHASSEE, FLORIDA

Rene Navarro | FL Bar Member 894508  
Rene Navarro, P.A.  
2929 SW 3rd Avenue  
Suite 210  
Miami FL 33129  
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## STATEMENT OF REGISTERED AGENT

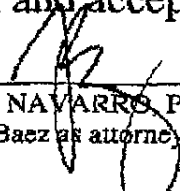
LIMITED LIABILITY COMPANY:

KW Investments USA LLC

REGISTERED AGENT/OFFICE:

Rene Navarro, P.A.  
2929 SW 3rd Avenue  
Suite 210  
Miami FL 33129

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
RENE NAVARRO, P.A.  
by T. Baez as attorney-in-fact

Date: 11/22/2005.

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