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701 BRICKELL AVENUE SUITE 1900 MIAMI, FLORIDA 33131

(305) 789-2711 FAX: (305) 537-3911 CARLOS.LACASA@RUDEN.COM

November 18, 2005

Registration Section Division of Corporations 2661 Executive Center Circle Tallahassee, FL 32301

Re: AE-Resources, LLC

Dear Sirs:

The enclosed Articles of Organization and fees are submitted for filing. Please return all correspondence concerning this matter to Carlos A. Lacasa, Esq., Ruden McClosky, 701 Brickell Avenue, 19th Floor, Miami, Florida 33131. For further information concerning this matter please call the undersigned at (305) 789-2711.

Enclosed is a check in the amount of \$160.00 to cover the costs of filing fees, certificate of status and certified copies.

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Carlos A. Lacasa

acasa

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Mr. Lacasa asked that a
correspondence be to to you without his rective,
so that you would be to the conductive as quickly as possible."

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ARTICLES OF ORGANIZATION OF AE-RESOURCES, 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 do set forth the following:

- 1. NAME. The name of the Limited Liability Company is AE-Resources, LLC (the "Company").
- 2. <u>MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE</u>. The mailing and street address of the principal office of the Company is: 701 Brickell Key Drive, Apt. 2300, Miami, Florida 33131.
- 3. <u>REGISTERED AGENT.</u> The name and address of the initial registered agent in the State of Florida, who's Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Ildefonso Ferrer, 1101 Brickell Avenue, Suite 1801, Miami, Florida 33131.
- 4. <u>MANAGEMENT</u>. The business of the limited liability company shall be managed by one or more members and is, therefore, a member-managed company.

The undersigned, having been duly authorized by the members has executed these Articles of Organization on this 18 day of November, 2005.

Ildefonse Ferrer, Organizer

SECRETARY OF STATE

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: AE-Resources, LLC.
- 2. The name and address of the registered agent and office is:

Ildefonso Ferrer
1101 Brickell Avenue, Suite 1801
Miami, Florida 33131

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 its 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.

Ildefonso Ferrer, Registered Agent

Date: 11/18/05