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McCabe & Samiljan, LLC
Attorneys At Law

Timothy P. McCabe
Steven T. Samiljan

2135 S. Congress Avenue, #3C, West Palm Beach, Florida 33406, Phone: 561-969-3344 Fax 969-9698

VIA U.S. MAIL

November 30, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: ARTICLES OF ORGANIZATION
RED BARON VENTURES, LLC
Our File No.: 9215

Dear sir or madam:

Enclosed please find original signed articles as referenced above along with our trust account check in the amount of \$125.00 representing your filing fee. Please return a stamped copy at your earliest opportunity.

If you have any questions, please do not hesitate to call.

Sincerely,

McCabe & Samiljan


Janet Suarez
Legal Assistant

/js
Encls.

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FBI - TAMPA

**ARTICLES OF ORGANIZATION
OF
RED BARON VENTURES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: RED BARON VENTURES, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

840 U.S. HIGHWAY 1
SUITE 450
NORTH PALM BEACH, FL 33408

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are:

Robert J. Griesemer
840 U.S. Highway 1, Suite 450
North Palm Beach, FL 33408

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


ROBERT J. GRIESEMER

ARTICLE IV - MANAGEMENT

The company is to be managed by one manager or more managers and is, therefore, a manager - managed company as follows:

<u>TITLE:</u>	<u>NAME and ADDRESS:</u>
Manager	Robert J. Griesemer 840 U.S. Highway 1, Suite 450 North Palm Beach, FL 33408
Manager	Christian Castren AVDRJOAO Maciel Filho 154 JARDIM DAS OLIVEIRAS Fortealeza, CE 60821-500 Brazil

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be immediately upon filing of these articles.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Palm Beach County, Florida, on November 10, 2005..


ROBERT J. GRIESEMER, MANAGING
MANAGER

NOT
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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

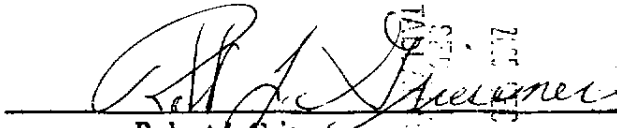
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, 609 M, L.L.C., 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 RED BARON VENTURES, L.L.C.
2. The name and address of the registered agent in Florida are:

Robert J. Griesemer
840 U.S. Highway 1, Suite 450
North Palm Beach, FL 33408

The undersigned, being the person named in the articles of organization of 609 M, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Robert J. Griesemer
Registered Agent

2005-5-12 3:29