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JORGE FORS, P.A.

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**LIMITED LIABILITY COMPANY**

**GTAG HOLDINGS, LLC**

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**H05000286180 3****ARTICLES OF ORGANIZATION OF  
GTAG HOLDINGS, LLC.**

The undersigned hereby certify that we have associated ourselves for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be GTAG HOLDINGS, LLC., and its principal place of business shall be 13800 SW 8th Street, PMB #282, Miami, County of Miami-Dade, Florida 33184, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. The primary purpose and business of the Company is to develop, own and operate, or to provide advisory, administrative, and sell real estate and to provide advisory, administrative, developmental and financial advice to other affiliates which will develop, own or operate, projects, and to take all action necessary to preserve the ownership of the projects by the Company and/or its affiliates, and to conduct such other activities as may be necessary or appropriate to promote the business of the Company as set forth above, as well as generally to engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or

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participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do. It is the intention of the members that if there is any inconsistency between these articles and the Pre-Organization Agreement between the parties, the terms of the Pre-Organization Agreement shall control.

**ARTICLE III  
PROFITS AND LOSSES**

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify. Distributions are subject to the profits being retained in reserves or special funds or accounts for purchase of property, equipment, inventory, supplies, and payment of Company debts.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

**ARTICLE IV  
LIMITED LIABILITY COMPANY POWERS,  
MANAGEMENT AND REGULATIONS**

This limited liability company shall be managed by the members in proportion to their contributions to the capital of the company. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. The names and

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addresses of the persons who shall serve as such until the organizational meeting of members or until their successors are elected and qualify are as follows:

Antonio Mijares: 15571 NW 83rd Pl., Miami Lakes, FL 33016;  
Alvio Barrios: 14351 SW 22 St., Miami, FL 33175  
Giovanni Rodriguez: 14358 SW 21 Terr., Miami, FL 33175; and  
Gil Simoes: 4110 NE 25th Ave., Lighthouse Point, FL 33064

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 100% of the membership interests.

**ARTICLE V  
DURATION**

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The street address of the initial principal of office of this limited liability company shall be located at 13800 SW 8th Street, PMB #282, Miami, FL 33184. The mailing address of the limited liability company is 13800 SW 8th Street, PMB #282, Miami, FL 33184.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The name of the initial registered agent of the limited liability company is Antonio Mijares, whose address is 15571 NW 83rd Place, Miami Lakes FL 33016.

**ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the Pre-Organization Agreement among the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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ARTICLE IN  
RECITATIONS

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of GTAG HOLDINGS, LLC.

Executed by the undersigned at Miami, Florida, on Dec 7<sup>th</sup>, 2005.

Antonio Mijares  
Antonio Mijares

Alvio Barrios  
Alvio Barrios

Riovanet Rodriguez  
Riovanet Rodriguez

Gil Simoes  
Gil Simoes

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS

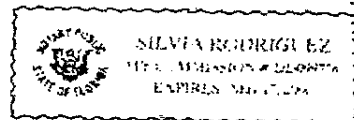
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Antonio Mijares, known to me or who produced as identification \_\_\_\_\_ and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 day of DECEMBER, 2005.

Silvia Rodriguez  
Name: SILVIA RODRIGUEZ  
NOTARY PUBLIC,  
STATE OF FLORIDA

My Commission Expires: 1/17/17, 2006

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS



BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Alvio Barrios, known to me or who produced as identification \_\_\_\_\_ and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

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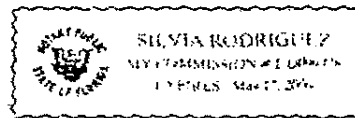
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IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 7 day of DECEMBER, 2005.

Name: SILVIA RODRIGUEZ  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires: 6/17/17, 2006

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS



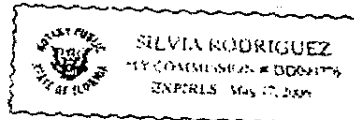
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Giovanni Rodriguez, known to me or who produced as identification and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 7 day of DECEMBER, 2005.

Name: SILVIA RODRIGUEZ  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires: 6/17/17, 2006

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS

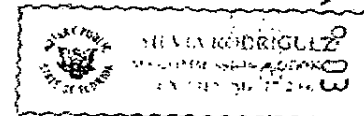


BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Gil Simoes, known to me or who produced as identification and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 7 day of DECEMBER, 2005.

Name: SILVIA RODRIGUEZ  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires: 6/17/17, 2006



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GTAG HOLDINGS, LLC.

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 608.415, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: GTAG HOLDINGS, LLC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ANTONIO MIJARES LOCATED AT 15571 NW 83RD PLACE, CITY OF MIAMI LAKES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Antonio Mijares*  
ANTONIO MIJARES

TITLE: PRESIDENT

DATE December 7<sup>th</sup>, 2005.

HAVING BEEN NAMED TO ACCEPT THE 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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Antonio Mijares*  
ANTONIO MIJARES

DATE December 7<sup>th</sup>, 2005.

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