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January 27, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER(S):

Ocanuva Holdings II, LLC

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☒ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF ORGANIZATION
OF
OCANUVA HOLDINGS II, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be OCANUVA HOLDINGS II, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and such other place or places as the members from time to time may determine. The mailing address of the Company is 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The names and addresses of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Hiram Ocariz
c/o Ocariz, Gittlin & Zomerfeld, LLP
999 Ponce de Leon Blvd., Suite 1045
Coral Gables, FL 33134

Jose Nunez
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146

Ronny Valenzuela
747 Ponce de Leon Blvd., Suite 600
Coral Gables, FL 33134

Humberto Ocariz
1200 Brickell Avenue, Suite 950
Miami, FL 33131

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ARTICLE V
PURPOSE OF THE COMPANY

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 26 day of January, 2006, effective upon filing same with the Florida Department of State.

OCANUYA HOLDINGS II, LLC

By: _____

Oselia Y. Espinal, Authorized Representative

**CERTIFICATE 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 DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

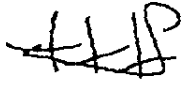
1. The name of the limited liability company is:
OCANUVA HOLDINGS II, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Jose L. Nufiez, Vice President

Date: January 26, 2006