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From:  
Account Name : JORGE GAVIRIA  
Account Number : I20000000245  
Phone : (305) 666-8844  
Fax Number : (305) 667-7004

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Nieuport Properties, LLC

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION  
OF  
NIEUPORT PROPERTIES, LLC**

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

**ARTICLE I- NAME**

The name of the limited liability company shall be **NIEUPORT PROPERTIES, LLC**. The principal place of business of the Company in Florida shall be:

4901 SW 62 Ave.  
Miami, Florida 33155

The mailing address shall be:

4901 SW 62 Ave.  
Miami, Florida 33155

**ARTICLE II- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years, unless the Company is earlier dissolved as provided in these Articles of Organization, or the duration is extended by majority vote of it's members.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company

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may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria  
9769 S. Dixie Hwy  
Suite 101  
Miami, Florida 33156

**ARTICLE V- CAPITAL CONTRIBUTIONS-Members**

The members of the Company shall be Marta Moreno and Antonio Piedra, and shall contribute to the capital of the Company the cash or property set forth as follows:

<u>Name</u>	<u>Contribution</u>	<u>Percentage Ownership</u>
Marta Moreno	To be determined	50%
Antonio Piedra	To be determined	50%

**ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

**ARTICLE VII- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of

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the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

#### ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Marta Moreno 4901 SW 62 Ave, Miami, Florida 33155

#### ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this January 31, 2006.

  
Marta Moreno

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Before me personally appeared, Marta Moreno as INCORPORATOR FOR NIEUPORT PROPERTIES, LLC to me well known to be the organizers of the above limited liability company, who produced their drivers license and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this January 31, 2006.

Notary



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NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

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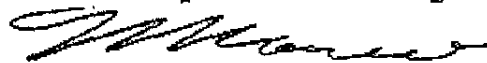
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE  
NIEUPORT PROPERTIES, LLC.**

Under the provisions of F.S. 608.414 or 608.507,  
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  
**NIEUPORT PROPERTIES, LLC.**
2. The name and street address of the registered agent in  
Florida is:

Marta Moreno  
4901 SW 62 Ave.  
Miami, Florida 33155

The undersigned, being the person named in the articles of  
organization of **NIEUPORT PROPERTIES, LLC.** as  
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.



Marta Moreno  
4901 SW 62 Ave.  
Miami, FL. 33155

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