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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BARCI INVESTMENTS, LLC

| | |
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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
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ARTICLES OF ORGANIZATION OF
BARCI INVESTMENTS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME

The name of this Limited Liability Company shall be BARCI INVESTMENTS, LLC (The "Company").

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAIL ADDRESS

The principal place of business and mailing address of this company shall be:

1325 Meridian #5
Miami Beach, FL 33130

ARTICLE III MANAGEMENT

Management of this limited liability is reserved to its members, whose names and addresses are as follows:

NAME

ADDRESS

Freddy Barcena
Manager Member

1325 Meridian #5
Miami Beach, FL 33139

FCD Investments LLC

1325 Meridian #5
Miami Beach, FL 33139

ARTICLE IV ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined in accordance with the Regulations of the Limited Liability Company.

ARTICLE V MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as determined in accordance with the Regulations of the Limited Liability Company.

ARTICLE VI DURATION

This Limited Liability Company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two members in the following amounts:

- Freddy Barcena \$750.00
- FCD Investments LLC \$250.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal share.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of the above stated limited liability company.

Dated this 30th day of January, 2006.

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STATE
OF FLORIDA

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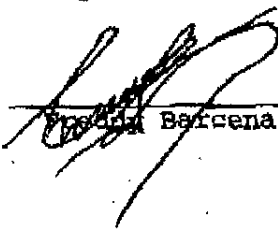
ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Freddy Barcena
1325 Meridian #5
Miami Beach, FL 33139

ACKNOWLEDGMENT:

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 the obligations of my position as registered agent.


Freddy Barcena

STATE
FLORIDA

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