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From:

Account Name : RICARDO BAJANDAS, P.A.  
Account Number : 110263002111  
Phone : (305) 377-0809  
Fax Number : (305) 377-0781

02 Thomas FEB 09 2006

FLORIDA/FOREIGN LIMITED LIABILITY CO.

GOLDEN MERC, LLC

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**ARTICLES OF ORGANIZATION  
OF  
GOLDEN MERC, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I  
NAME**

The name of the Company is **GOLDEN MERC, LLC.**

**ARTICLE II  
ADDRESS**

The mailing address and principal business address of the Company is 1000 Brickell Avenue, St. 1020, Miami, Florida 33131.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1000 Brickell Avenue, St. 1020, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is Villanueva & Bajandas, LLP.

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Ricardo Bajandas, Esq.  
Villanueva & Bajandas, LLP  
1000 Brickell Avenue, St. 1020  
Miami, FL 33131  
Fax. 305-377-0781  
Ph. 305-377-0086  
Fl. Bar. No. 0987750

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**ARTICLE IV**  
**DURATION AND EFFECTIVE DATE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

**ARTICLE V**  
**MANAGEMENT OF COMPANY**

Management of the Company shall be vested in the Manager(s) and it is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set is hand and seal this 7<sup>th</sup> day of February, 2006.

  
Ricardo Bajandas, Esq.  
Authorized Representative

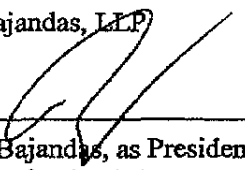
**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 7<sup>th</sup> day of February, 2006.

Villanueva & Bajandas, LLP

By: \_\_\_\_\_

  
Ricardo Bajandas, as President of  
Ricardo Bajandas, PA, partner

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