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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

bacas, II

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PREPARED BY:  
CARLOS DE CESPEDES, ESQ.  
1200 BRICKELL AVE. SUITE 1440  
MIAMI, FL 33131

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
BACAS, LLC  
a Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company shall be: BACAS, LLC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited liability company is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This Limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This limited liability company shall exist perpetually.

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(1) The business of this limited liability company shall be conducted by the following Managing Member:

<u>NAME</u>	<u>ADDRESS</u>
VIVIAN CASTRO	731 Santurce Avenue Coral Gables, Florida 33143
FRED BADIA	In care of: Fred Badia 1200 Brickell Avenue Suite 1440 Miami, Florida 33131

ARTICLE VISTREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

BACAS, LLC, desiring to organize under the laws of the State of Florida, has designated its principal office and mailing address at 1200 BRICKELL AVENUE SUITE 1440, MIAMI, FLORIDA 33131, and has named as its initial Registered Agent, CARLOS DE CESPEDES, whose address is 1200 Brickell Avenue, Suite 1440, Miami, Florida 33131.

DATED this 8 day of FEBRUARY, 2006.

By:   
CARLOS DE CESPEDES, as Attorney  
for VIVIAN CASTRO

ACKNOWLEDGMENT OF REGISTERED AGENT

I, CARLOS DE CESPEDES, having been named to accept Service of Process for BACAS, LLC, a Florida Limited Liability Company, at the place designated in paragraph VII of the attached Articles of Organization, I hereby accept to act in this capacity, accepting the duties as Registered Agent, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 8 day of FEBRUARY, 2006.

  
CARLOS DE CESPEDES  
Registered Agent

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