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Florida Department of State  
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Account Number : 110432003053  
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DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LIMITED LIABILITY CO.****SPLINTER VENTURES, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
SPLINTER VENTURES, LLC

### Article II. Address

The Company's street and mailing address is:  
SPLINTER VENTURES, LLC  
1472 SW 41st St.  
Miami FL 33165

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Alfredo Garcia-Menocal, P.A.  
730 NW 107th Avenue  
Suite 115  
Miami FL 33172

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Alfredo Garcia-Menocal | FL Bar Member 533610  
Alfredo Garcia-Menocal, P.A.  
730 NW 107th Avenue  
Suite 115  
Miami FL 33172  
786-512-7169

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

THE SPLINTER GROUP, LLC  
1472 SW 41st St. Miami FL 33165

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Article VII. Company Existence

The Company's existence shall begin effective as of 2/15/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 2/15/2006.

  
\_\_\_\_\_  
ALFREDO GARCIA-MENOCAL

by T. Baez as attorney-in-fact

Alfredo Garcia-Menocal | FL Bar Member 533610  
Alfredo Garcia-Menocal, P.A.  
730 NW 107th Avenue  
Suite 115  
Miami FL 33172  
786-512-7169

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## STATEMENT OF REGISTERED AGENT

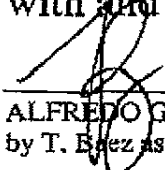
LIMITED LIABILITY COMPANY:  
SPLINTER VENTURES, LLC

REGISTERED AGENT/OFFICE:

Alfredo Garcia-Menocal, P.A.  
730 NW 107th Avenue  
Suite 115  
Miami FL 33172

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
ALFREDO GARCIA-MENOCAL, P.A.  
by T. Baez as attorney-in-fact

Date: 2/15/2006.

Alfredo Garcia-Menocal I FL Bar Member 533610  
Alfredo Garcia-Menocal, P.A.  
730 NW 107th Avenue  
Suite 115  
Miami FL 33172  
786-512-7169

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