

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## RHINER'S BAY LLC

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**ARTICLES OF ORGANIZATION  
OF  
RHINER'S BAY LLC**

The undersigned, being a duly authorized representative of the member(s), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is RHINER'S BAY LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

Calle Aquilino de la Guardia, No. 8  
IGRA Building, 2nd Floor  
Panama, Republic of Panama

The mailing address of the Company is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Instrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

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**ARTICLE IV****DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V****MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

**ARTICLE VI****MANAGERS**

The name and address of the initial Manager of the Company are:

Ezequiel Ruiz  
Calle Aquilino de la Guardia, No. 8  
Panama, Republic of Panama

**ARTICLE VII****PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

**ARTICLE VIII****ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

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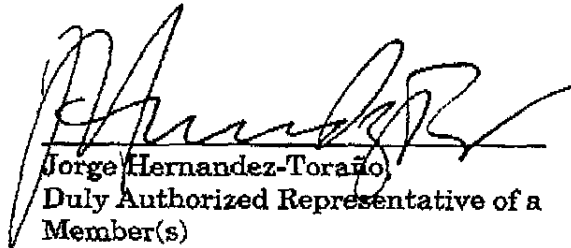
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**ARTICLE IX**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 21<sup>st</sup> day of February, 2006.

  
Jorge Hernandez-Torano  
Duly Authorized Representative of a  
Member(s)

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for RHINER'S BAY LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21st day of February, 2006.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: 

Jorge Hernandez-Torano, President

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