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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**SOUTHFIVE, LLC**

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DIVISION OF CORPORATION

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## ARTICLES OF ORGANIZATION

OF

## SOUTHFIVE, LLC

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 31<sup>st</sup> day of March, 2006.

1. Name. The name of the limited liability company is **SOUTHFIVE, LLC**.

2. Duration. The company shall have a duration of thirty (30) years from the date herof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

3. Address. The address of the company's principal office shall be:

2100 Ponce De Leon Blvd., Suite 600  
Coral Gables, Florida 33134

4. Registered Agent and Address. The initial registered agent of the company is Carlos J. Villanueva, P.A., the address of which is:

2100 Ponce De Leon Blvd., Suite 600  
Coral Gables, Florida 33134

5. New Members. The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

6. Continuation. Upon occurrence of an event listed in Florida Statute 608.407(1)(f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

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7. Management. This limited liability company shall be member-managed and will have one managing Member:

Jorge Guillermo Plater

8. Members. The limited liability company shall have Five (5) Members

Jorge Guillermo Plater  
Percentage of ownership: 20%

Maria Cristina Raymond De Plater  
Percentage of ownership: 20%

Guillermo Douglas Plater  
Percentage of ownership: 20%

Jorge Douglas Plater  
Percentage of ownership: 20%

Maria Constanza Plater  
Percentage of ownership: 20%

9. Powers. This company shall have powers listed in Florida Statute 608.404.

10. Transferability. No member may transfer his, her or its interest in the company without the consent of the other members.

11. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

12. Arbitration. Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

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The undersigned executed these Articles of Organization effective as of the date above first stated.

Sandra P. Penagos  
Sandra P. Penagos, Attorney In Fact

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

**SOUTHFIVE, LLC**

2. The name and address of the registered agent and office is:

**Carlos J. Villanueva, P.A.  
2100 Ponce De Leon Blvd., Suite 600  
Coral Gables, Florida 33134**

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.

Dated as of the 31<sup>st</sup> day of March, 2006.

SIGNED:

Sandra P. Penagos, Esq.

BY:

*Sandra P. Penagos*  
Sandra P. Penagos, Esq.  
For the Firm

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