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ECRETANT OF STATE

February 22, 2006

Registration Section Department of State Division of Corporation Post Office Box 6327 Tallahassee, FI 32314

Subject:

AQUILES USA, LLC

Proposed LL Company

Dear Sir or Madam:

Please see enclosed an original and (1) copy of the Articles of Organization for a Limited Liability Company named above and a money order for the amount of \$125.00.

Any forward correspondence please forward to the following address, 10271 E. Bay Harbour Dr. # 3, Bay Harbour Island, Fl 33154, Tel. 786-303-3012.

Jorge A Bascha

102712 Bay Harbour Dr. # 3, Bay Harbour Island, FI 33154

Enc.



March 8, 2006

JORGE A BASCHA 10271 E. BAY HARBOUR DRIVE #3 BAY HARBORU ISLAND, FL 33154

SUBJECT: AQUILES USA, LLC Ref. Number: W06000011251

We have received your document for AQUILES USA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Letter Number: 306A00016066

Neysa Culligan Document Specialist

ARTICLES OF ORGANIZATION FOR

AQUILES USA, LLC

ARTICLE I

The name of the Limited Liability Company is: AQUILES USA, LLC.

ARTICLE II ADDRESS

SECRE LAKE DE STATE TALLAHASSEE, FLORIDA

The mailing address and the street address of the principal office of the Limited Liability Company is:

Mailing address:

10271 E. Bay Harbour Dr. - Apt # 3

Bay Harbour Island, FL 33154.

Street Address:

10271 E. Bay Harbour Dr.- #3

Bay Harbour Island, FL 33154

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetual unless dissolved according to law.

ARTICLE IV PURPOSE

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Members are/is:

Title	Name	Address
MGR= Manager	Jorge A. Bascha	10271 E. Bay Harbour Dr # 3
		Bay Harbour Island El 33154

ARTICLE VI ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII

CONTINUACION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Member(s) shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Organization this <u>01</u> days of <u>MARCH</u> 2006.

Jorge A Bascha

STATE OF FLORIDA)

155

COUNTY OF DADE)

CERTIFICATE OF DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE.

PERSUANT TO THE PROVISION OF SECTION 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 : AQUILES USA, LLC.
- The name and address of the Registered Agent and office is: Jorge A. Bascha, 10271 E. Bay Harbour Dr. #3, Bay Harbour Island,

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 the duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date:

Jorge A. Bascha