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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO

Carib-Bears LLC

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Electronic Filing Menu

Corporate Filing Menu

Help

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H06000129419 3

**ARTICLES OF ORGANIZATION  
OF  
CARIB-BEARS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Carib-Bears LLC (the "Company")

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 6200 Biscayne Avenue, #2801, Miami, Florida 33139.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Andrew Stearns	150 West Flagler Street 2200 Museum Tower Miami, Florida 33130

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 9 day of May, 2006.

  
Andrew E. Stearns, Member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Carib-Bears LLC at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 609, Florida Statutes.

Dated: May 9, 2006

  
Andrew E. Stearns, Registered Agent

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