

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000062165
FILED 8:00 AM
June 19, 2006
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

GOODWINTER, LLC

Article II

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

40 EAST 78 STREET
16A
NEW YORK, NY. 10021

The mailing address of the Limited Liability Company is:

PO BOX 2092
MANAGUA, . NICARAGUA

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

HOWARD W MAZLOFF
9200 SOUTH DADELAND BLVD.
420
MIAMI, FL. 33156

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.

Registered Agent Signature: HOWARD W. MAZLOFF

Article V

The name and address of managing members/managers are:

Title: MGRM
ALBERTO BONIVER
40 EAST 78 STREET
NEW YORK, NY. 10021 US

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Signature of member or an authorized representative of a member

Signature: HOWARD W. MAZLOFF