

SEP 18 006

Division of Corporations

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From:

Account Name : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305) 789-7758  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**GGI CARLSSON NORTH AMERICA, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
GGI CARLSSON NORTH AMERICA, LLC**

The undersigned, being a duly authorized representative of the members, 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 GGI CARLSSON NORTH AMERICA, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

3841 NW 97 Avenue  
Doral Florida, 33172

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 Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate 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 in accordance with the Company's Operating Agreement.

#### **ARTICLE V**

##### **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.

#### **ARTICLE VI**

##### **MANAGEMENT**

The Company shall be member-managed as follows:

Grupo Gatun Inc.  
3333 NW 97 Avenue  
Miami, Florida 33172

#### **ARTICLE VII**

##### **ADDITIONAL MEMBERS**

Additional Members may be admitted in the manner set forth in the Operating Agreement of the Company.

#### **ARTICLE VIII**

##### **OPERATING AGREEMENT**

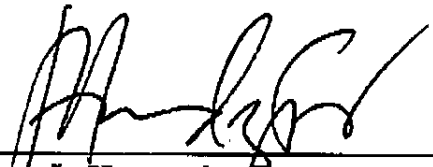
The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

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**IN WITNESS WHEREOF**, the undersigned has hereunto set her hand and seal this 18 day of September, 2006.

  
\_\_\_\_\_  
Jorge L. Hernandez-Coraño  
Duly Authorized Representative of the  
Members

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for GGI CARLSSON NORTH AMERICA, 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 18 day of September, 2006.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

Jorge L. Hernandez-Torano, President

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