

Florida Department of State

Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.**MIAMI ART PROJECT, LLC**

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September 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MIAMI ART PROJECT, LLC
12454 EUCLID AVE., SUITE 1
MIAMI BEACH, FL 33139

SUBJECT: MIAMI ART PROJECT, LLC
REF: W06000042621

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**ARTICLES OF ORGANIZATION
OF
MIAMI ART PROJECT, LLC**

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

ARTICLE 1 - NAME

The name of the limited liability company shall be:
MIAMI ART PROJECT, LLC ("Company").

ARTICLE 2 - ADDRESS

The mailing address shall be the 1245 Euclid Ave. Suite 1, Miami Beach, FL 33139
PRINCIPAL ADDRESS: 1245 Euclid Ave Ste 1, Miami Beach, FL 33139

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval by the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in financing and any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Company is Allan Doyle, CPA., at 175 Fontainebleau Blvd., Ste. 1-B, Miami, Florida 33172. The name of the registered agent of this Company is Ornaira Valenzano.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Carlos H. Carrara
Vice Operating Manager: Maria Beatriz Carrara

whose addresses shall be the same as posted in Article 11.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ALLAN DOYLE C.P.A., P.A.

venicia@worldnet.att.net

175 FONTAINEBLEAU BLVD. STE. 1-B, MIAMI FL, 33172

(305) 221-8774 - FACSIMILE (305) 221-1557

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ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify a director or member of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or member was a party because the director or member is or was a director or member of the Company against reasonable attorney fees and expenses incurred by the director or member in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a director, member, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, member, employee or agent, as the case may be, is permissible in the circumstances because the director, member, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, members, employees and agents of the Company shall apply when such persons are serving at the Company's request while a director, member, employee or agent of the Company, as the case may be, as a director, member, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, member, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, member, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All reference in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, member, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "director", "member", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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ARTICLE II - MEMBERS

The Managers of the Company shall be selected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with laws or these Articles of Organization. The name and address of the member(s) of the Company are:

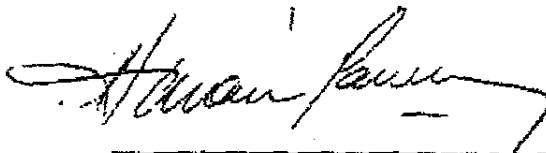
Carlos H. Carrara

1245 Euclid Ave. Ste. 1
Miami Beach, Fl 33139

Maria Beatriz Carrara

Ernesto Bosch 755
Barrio County Residential
Cordoba, C.P. 5016
Argentina S.A.

IN WITNESS THEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and Purposes, this 18th day of September, 2006.



Carlos H. Carrara- Authorized Representative of the Members

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
ORGANIZATION**

Omaira Valenzano of Allan Doyle, CPA, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Allan Doyle CPA

By: 
Omaira Valenzano

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