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VISION OF CORPORATION

Division of Corporations

Fax Number : (850) 205-0383

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 : (305)634-3694 Phone Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY C

### NEW GROVE VENTURES INTERNATIONAL LLC

Certificate of Status	:	0
Certified Copy		1
Page Count		03
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October 4, 2006

#### FLORIDA DEPARTMENT OF STATE

NEW GROVE VENTRUES INTERNATIONAL LLC
% JAIME NINO
701 BRICKELL AVENUE, SUITE 11TH FLOOR
MIAMI, FL 33131

SUBJECT: NEW GROVE VENTURES INTERNATIONAL LLC

REF: W06000043546

06 OCT -4 AM 9: 5:

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on October 3, 2006. Please amend your document accordingly.

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) 245-6984.

Deborah Bruce Document Specialist FAX Aud. #: H06000243196 Letter Number: 006A00058793



## HDQQQQH3194

# ARTICLES OR ORGANIZATION OF NEW CROVE VENTURES INTERNATIONAL LLC

#### ARTICLES I NAME

The name of the Limited Liability Company shell be New Grove Ventures International LLC

## ARTICLE II ADDRESS

The mailing address and the street address of the principal office of New Grove Ventures International LLC shall be:

c/o Jaime Nino 701 Brickell Avenue Suite 11<sup>th</sup> floor Mismi, Florida 33131

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the initial registered agent shall be:

Jaime Nino 701 Brickell Avenue .11<sup>th</sup> Floor Miami, Florida 33131

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 as provided for in Chapter 508 of the Florida Statutes.

Jaime Ning, Registered Agent

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#### ARTICLE IV MANAGEMENT

The name and address of each Manager or Managing Member shall be:

Title

Name and Address:

MGRM

Carlos Edery c/o Jaime Nino 701 Brickell Avenue

11th Floor

Miami, Florida 33131

Admission of additional members and/or managers may be made at later days under the provisions of Chapter 603 of the Florida Statutes.

#### ARTICLE V EFFECTIVE DATE

The effective date of these Articles of Organization shall be October 3, 2006.

In accordance with section 608.408(3) of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Cárlos Edery, Manager/Member New Grove Ventures International LLC

2006 OCT -4 AM 9: 50

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