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DATE: 10-13-06

NAME: BRAZIL DO SUL RGS LLC

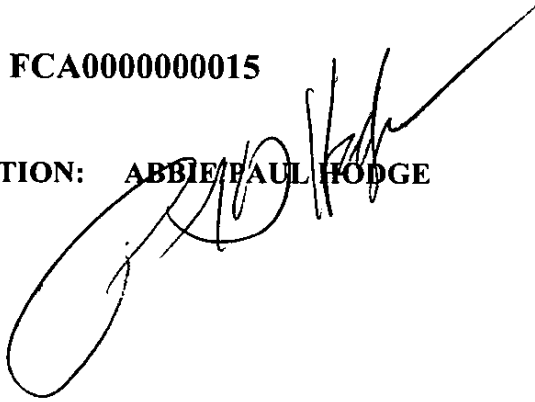
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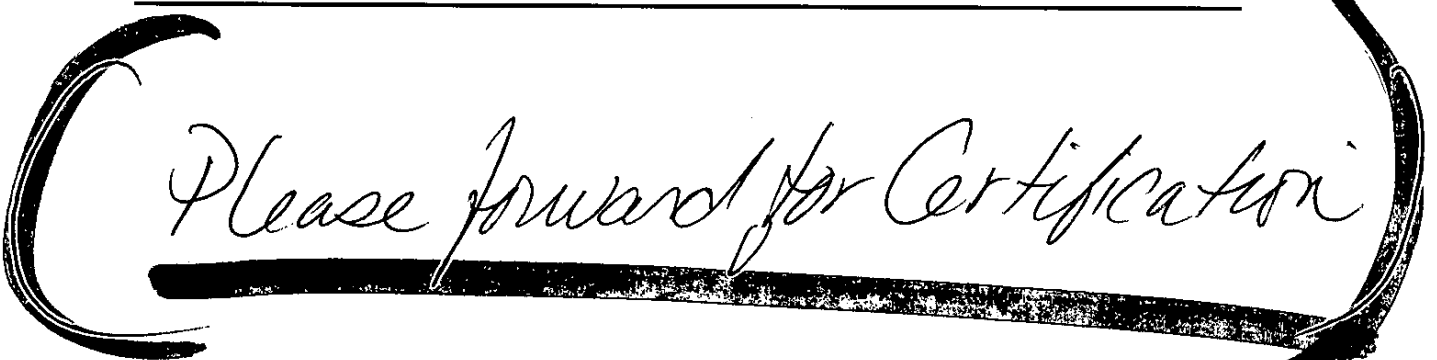
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

Brazil do Sul RGS LLC

Article II. Address

The Company's street and mailing address is:

Andes 1409 of 301 -
Montevideo - Uruguay

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.
155 Office Plaza Drive, Suite A
Tallahassee, FL 32301

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
800-421-2661

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Article V. Management

This will be a member-managed company. The name of each member is:

Oaklawn Limited
Wickhams Cay 1 - PO Box 3085 -
Road Town - Tortola - British Virgin Islands

Article VI. Company Existence

The Company's existence shall begin effective as of October 13, 2006.

The undersigned authorized representative of a member executed these Articles of Organization on October 13, 2006.

A handwritten signature in black ink, appearing to read "Jeff Tindall", written over a horizontal line.

Jeff Tindall
Authorized Representative

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
Brazil do Sul RGS LLC

REGISTERED AGENT/OFFICE
Florida Filing & Search Services, Inc.
155 Office Plaza Drive, Suite A
Tallahassee, FL 32301

I agree to act as registered agent to accept service of process for the Limited Liability Company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Name

Date: October 13, 2006

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