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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Serradet & Gonzalez, LLC**

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October 24, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: SERRADET & GONZALEZ, LLC  
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Serradet & Gonzalez, LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Serradet & Gonzalez, LLC  
1395 Brickell Avenue, 8th Floor  
Miami FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Jorge Luis Lopez-Garcia, Esq.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146

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### 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.

Jorge L. Lopez-Garcia | FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146  
305-662-2525

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

WILLIAM A. SERRADET  
1395 Brickell Avenue, 8th Floor

Miami FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of 10/23/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 10/23/2006.

  
\_\_\_\_\_  
JORGE L. LOPEZ-GARCIA  
by T. Baez as attorney-in-fact

Jorge L. Lopez-Garcia | FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146  
305-662-2525

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Serradet & Gonzalez, LLC

### REGISTERED AGENT/OFFICE:

Jorge Luis Lopez-Garcia, Esq.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of 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.

JORGE LUIS LOPEZ-GARCIA, ESQ.  
by T. Baez as attorney-in-fact

Date: 10/23/2006.

Jorge L. Lopez-Garcia | FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146  
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