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Account Name : CUEVAS & ORTIZ, P.A.  
Account Number : I20030000123  
Phone : (305)461-9500  
Fax Number : (305)448-7300**FLORIDA/FOREIGN LIMITED LIABILITY CO.****AVILA USA, LLC**

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**ARTICLES OF ORGANIZATION OF**  
**AVILA USA, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **AVILA USA, LLC**, and its principal office and mailing address shall be located at 536 Biltmore Way, Coral Gables, Florida 33134, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134; Phone (305) 461-9500; Fax (305) 448-7300

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under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV** **MANAGEMENT**

Management of this limited liability company is reserved to its members. The members may also establish officers and directors of the company, which shall include a President, Vice-President, Secretary and Treasurer, but such officers shall not necessarily be members of the company, but shall have the authorization to represent the company pursuant to instructions of the members.

The names and addresses for the company members are as follows:

**Enrique Eduardo Avila, 536 Biltmore Way, Coral Gables, FL 33134**  
**Antonio Ramon Avila, 536 Biltmore Way, Coral Gables, FL 33134**

## **ARTICLE V. OFFICERS**

This company shall have two (2) Officers initially. The number of Officers may be increased from time to time, by the By-laws adopted by the Members but there shall always be at least one (1) Officer.

To the extent permitted by law, the company shall indemnify and hold harmless each person serving as an Officer of the company and each person who serves, at the request of the company, as an Officer of any other company from and against any and all claims and liabilities to which such person shall become subject by reason of his being an Officer of the company, or by reason of any action alleged to have been taken or omitted by him as an Officer. The company shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this company and any other firm or company and no act of this company shall in anyway be affected or invalidated by the fact that any of the Officers of the company are peculiarly or otherwise interested in or are Officers of such other firm or company, provided that the fact that he is so interested shall be disclosed or shall be known to the Members of the company or such member thereof as shall be present at any meeting of the Members at which action upon such contract or transaction shall be taken; and any Officer of the company who is also an Officer of such other company or is so interested, may be counted in determining the existence of a quorum at any meeting of the Members of the company which shall authorize any such contract or transactions, with the like force and effect as if he were not an Officer of such other company or not so interested.

## **ARTICLE VI INITIAL OFFICERS**

The names and post office address of the initial Officers of the company are:

**President/ Secretary:** Enrique Eduardo Avila  
536 Biltmore Way  
Coral Gables, FL 33134

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Ortiz, P.A., 530  
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Vice-President/Treasurer: Antonio Ramon Avila  
536 Biltmore Way  
Coral Gables, FL 33134

## **ARTICLE VII** **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VIII** **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in the following amounts: Enrique Eduardo Avila \$500.00 (50%), and Antonio Ramon Avila \$500.00 (50%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE IX** **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, if these sources are insufficient to cover such losses, by the members in equal shares.

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134; Phone (305) 461-9500; Fax (305) 448-7300

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**ARTICLE X**  
**DURATION**

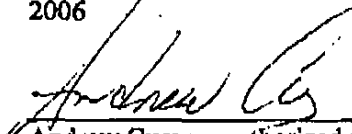
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE XI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134, County of Miami-Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **AVILA USA, LLC**.

Executed by the undersigned at 536 Biltmore Way, Coral Gables, FL 33134, November 22, 2006

  
\_\_\_\_\_  
Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this November 22, 2006 by Andrew Cuevas, Esq., on behalf of **AVILA USA, LLC**, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
[Notary's signature]

My commission expires: Apr. 11, 2010



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**Statement Designating Registered Agent And Office.**

State of Florida ]

County of Dade ]

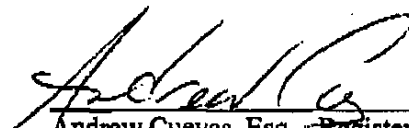
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **AVILA USA, LLC**

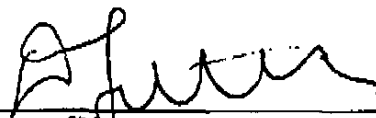
The name of the registered agent for **AVILA USA, LLC** is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134.

This statement is to acknowledge that, as indicated above, **AVILA USA, LLC**, has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: November 22, 2006

  
\_\_\_\_\_  
Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this November 22, 2006 by Andrew Cuevas, Esq., agent on behalf of **AVILA USA, LLC**, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

  
\_\_\_\_\_  
Signature of Notary

My commission expires: Apr. 11, 2010



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