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Thomas J. Skola Attorney at Law

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Bank of America Tower 100 Southeast Second Street Suite 3300 Miami, Florida 33131-2148

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PM 1:07

January 2, 2007

VIA FEDERAL EXPRESS AWB # 7901 4648 6487

Florida Department of State

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Dellachiesa Exhibits and Promoservices LLC

Dear Sirs:

Enclosed are the Articles of Organization for Dellachiesa Exhibits and Promoservices LLC, a Florida limited liability company, and our check in the amount of \$125.00.

Your prompt return of the certified copy of these Articles of Organization to my attention at the above address will be appreciated.

Sincerel

Thomas J Skola

TJS/sdr Enclosure

Articles of Organization for Dellachiesa Exhibits and Promoservices LLC

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

- 1. Name. The name of this limited liability company is "Dellachiesa Exhibits and Promoservices LLC" ("Company").
- 2. Duration. The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
- 3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
- 4. Principal Place of Business. The mailing and street address of its initial principal place of business is:

100 Southeast Second Street, Suite 3300 Miami, Florida 33131-2148

5. Registered Agent and Office. The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, are:

Thomas J. Skola, Esq. 100 Southeast Second Street, Suite 3300 Miami, Florida 33131-2148

The address of its registered office is:

100 Southeast Second Street, Suite 3300 Miami, Florida 33131-2148 OT JAN -4 PH 1: 07 SECRETARY OF STATE

6. Capitalization. The capital contribution of its single member has a value of \$1,000.00.

- 7. Additional Capital Contributions of Members. Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
- 8. Admission of Additional Members. Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
- 9. Continuity. The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company.

Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

10. Management. The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company are:

Monika Detemple Rua Bragança Paulista, 103 Jardim Hípico 04727-000, São Paulo, SP Brazil

11. Initial Member. The name and address of the initial single member of the Company are as follows:

Monika Detemple Rua Braganca Paulista, 103 Jardim Hípico 04727-000, São Paulo, SP Brazil

Dated this 2nd day of January, 2007

)) ss

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Thomas J. Skola, Esq. as the authorized representative of the single member

State of Florida County of Miami-Dade

The foregoing Articles of Organization were acknowledged before me on this 2nd day of January, 2007, by Thomas J. Skola, Esq., as an authorized representative of the single member, who has produced his passport for identification.

herida Cerraites Notary Public Notary Public Name of Notary: JoyiRiDA CERUANTES

My Commission expires:

Commission DO344269 Expires September 05, 2005

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 608, F.S.

Thomas J. Skola, as Registered Agent

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