

**L07000001737**

**Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Fabry Electric Auto Parts L.L.C.**

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**ARTICLES OF ORGANIZATION  
OF  
FABRY ELECTRIC AUTO PARTS L.L.C.**

The undersigned incorporator, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I NAME**

The name of the limited liability company shall be FABRY ELECTRIC AUTO PARTS L.L.C.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business of this limited liability company is c/o Ralph Rius, 33131. Flagler St. Miami, FL 33144 and, mailing address 245 SE 1<sup>st</sup> Street, Suite 225, Miami, FL 33131.

**ARTICLE III EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval Secretary of State, State of Florida.

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**ARTICLE IV DURATION**

Subject to the provisions of Article 9, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V PURPOSES AND POWERS**

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The initial name and address of registered office of this Company is Martti Kalkas, 245 SE 1<sup>st</sup> Street, Suite 225, Miami, FL 33131

**ARTICLE VIII ADMISSION OF NEW MEMBERS**

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No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### ARTICLE IX RIGHT OF FIRST REFUSAL

Existing members are granted the Right of First Refusal with respect of any transfer or assignment of membership whether voluntary or involuntary.

### ARTICLE X TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

### ARTICLE XI MEMBERS

The names and addresses of the members of this Company are:

Mobrel S.A.  
Calle 18 de Julio 1357, Esc. 501  
Montevideo, Uruguay

### ARTICLE XII MANAGEMENT

The company shall be managed by managers. The Initial manager shall be

Fernando Juca Vieira Campos  
Calle 18 de Julio 1357, Esc. 501  
Montevideo, Uruguay

The undersigned has executed these Articles of Organization this 19<sup>th</sup> day of January 2007.



Martti Kalkas as authorized representative to Fernando Juca Vieira Campos

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FROM

(MON) JAN 22 2007 11:40/ST. 11:39/No. 6834432938 P 4

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**CERTIFICATE DESIGNATING THE ADDRESS**

**AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as registered agent and to accept service of process for FABRY ELECTRIC AUTO PARTS L.L.C., at the place designated in its Articles of Organization, 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.

Dated: January 19<sup>th</sup> 2007.

  
Registered Agent

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