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AFR HOLDINGS, LLC

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ARTICLES OF ORGANIZATION
OF
AFR HOLDINGS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of AFR HOLDINGS, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is: AFR HOLDINGS, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the initial principal office of the Company is: c/o Zaedy Pozo, Esq., 2655 Le Jeune Road, Penthouse 1-D, Coral Gables, FL 33134..

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Zaedy Pozo, Esq., 2655 Le Jeune Road, Penthouse 1-D, Coral Gables, FL 33134.

ARTICLE IV

MANAGEMENT

The Company will be a manager-managed company. The name of the initial managers are: ANDRES F. RODRIGUEZ and ZAEDY POZO.

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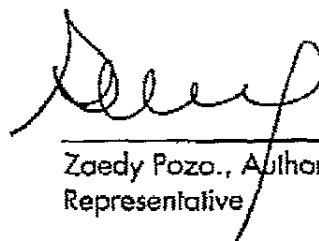
ARTICLE V

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

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

IN WITNESS WHEREOF, these Articles of Organization has been executed by an authorized representative of a Member of the Company as of the 28 day of January, 2007.


Zaedy Pozo., Authorized
Representative

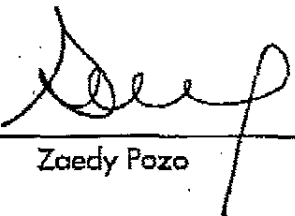
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for AFR HOLDINGS, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Zaedy Pozo, hereby agree to accept service of process for said company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

By: 
Zaedy Pozo

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