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melbourne ventures fund llc

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**ARTICLES OF ORGANIZATION  
OF  
MELBOURNE VENTURES FUND LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is **MELBOURNE VENTURES FUND LLC** (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

520 Brickell Key Drive  
Suite O-305  
Miami, FL 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 520 Brickell Key Drive, Suite O-305, Miami, FL 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:  
**FREEMAN, HABER, ROJAS & STANHAM, LLP**  
Mario A. de Castro, Esq.  
Florida Bar No.: 0083895  
520 Brickell Key Drive, Suite O-305  
Miami, Florida 33131  
Telephone: (305) 374-3800

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#### **ARTICLE IV**

##### **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacities and independently one from the other until their successors are duly elected and qualified, shall be:

**Paulo Carlos de Brito**

#### **ARTICLE V**

##### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### **ARTICLE VI**

##### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE VII**

##### **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 20<sup>th</sup> day of February, 2007.

A handwritten signature in black ink, appearing to read 'Mario A. de Castro', written over a horizontal line.

Mario A. de Castro  
Duly Authorized Representative of a  
Member

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **CLEAWATER HOLDINGS FUND LLC**, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 20<sup>th</sup> day of February, 2007.

### TRANSGLOBAL CORPORATE ADMINISTRATION, LLC

  
By: Hildie Lorie-Aristondo, as Vice-President



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