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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Andean Investments, LLC

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March 12, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JORGE L. FORS, P.A.

SUBJECT: ANDEAN INVESTMENTS, LLC
REF: W07000012134

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet:

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Deborah Bruce
Document Specialist

FAX Aud. #: H07000060317
Letter Number: 207A00017232

* Per our conversation, attached please find a revised Article VII (page 3).

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**ARTICLES OF ORGANIZATION OF
ANDEAN INVESTMENTS, LLC**

The undersigned hereby certifies that he is executing these articles of organization for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be Andean Investments, LLC, and its principal place of business shall be 3500 SW 84th Ave., Miami, FL 33155, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 corporation 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 the 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, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, 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 herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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ANDEAN INVESTMENTS, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT: ANDEAN INVESTMENTS, LLC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE
OF FLORIDA, HAS NAMED MANUEL PREGO, JR. LOCATED AT 3500 SW 84TH AVE.,
CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE

MANUEL PREGO, JR.

TITLE MEMBER

DATE ~~MARCH~~
~~FEBRUARY 06~~, 2007

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE

MANUEL PREGO, JR.

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~~FEBRUARY 06~~, 200707 MAR 12 AM 9:09
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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 herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES.

1. Sharing of Profits. 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 allocation of profits on the basis of the member's relative capital account. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. 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.

ARTICLE IV LIMITED LIABILITY COMPANY POWERS, MANAGEMENT AND REGULATIONS

This limited liability company shall be managed by one or more managers to be elected by the members and is, therefore, a manager - managed company. The names and addresses of the persons who shall serve as managers until the organizational meeting of members or until their successor(s) are elected and qualify are as follows:

Manuel Prego, Jr., 3500 SW 84 Ave., Miami, FL 33155

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

No regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

Page 2

Filed By:

JORGE L. FORS, P.A., JORGE L. FORS, ESQ. FL BAR # 347 647
1108 Ponce de Leon Blvd., Coral Gables, FL 33134 (305) 448-5977

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**ARTICLE V
DURATION**

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

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The street address of the initial principal of office of this limited liability company shall be located at 3500 SW 84th Ave., Miami, FL 33155. The mailing address of the limited liability company is 3500 SW 84th Ave., Miami, FL 33155.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The name of the initial registered agent of the limited liability company is Manuel Prego, Jr., whose address is 3500 SW 84th Ave., Miami, FL 33155.

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

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.

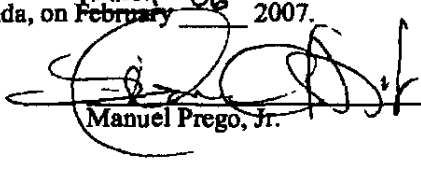
A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations of the company or a written agreement among the members.

Upon 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 upon unanimous consent of such remaining members.

**ARTICLE IX
RECITATIONS**

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Andean Investments, LLC.

Executed by the undersigned at Miami, Florida, on ~~February~~ ^{MARCH 06} 2007.


Manuel Prego, Jr.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Page 3

Filed By:

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1108 Ponce de Leon Blvd., Coral Gables, FL 33134 (305) 448-5977

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STATE OF FLORIDA)
) SS
 COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Manuel Prego, Jr., known to me or who produced as identification Dr. Lic # 9620-540-62-3138 and known by me to be the person(s) who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 6 day of February, 2007.

March

Ana Lacal Fors
 Name: ANA LACAL FORS
 NOTARY PUBLIC,
 STATE OF FLORIDA

My Commission Expires:



Ana Lacal Fors
 Commission #DD250976
 Expires: Oct 25, 2007
 Bonded Thru
 Atlantic Surety Co., Inc.

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 TALLAHASSEE FLORIDA

Page 4

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H07000060317 3