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TALLAHASSEE, FLORIDA

MARIO D. GERMAN LAW CENTER, P.A.

**FIFTH AVENUE PLACE
SUITE 501
55 N.E. FIFTH AVENUE
BOCA RATON, FL 33432
TELEPHONE (561) 417-4993
FAX (561) 910-9987**

TO: Registration Section
Division of Corporations

SUBJECT: Orta Poleo Investments, LLC

The enclosed Articles of Organization and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mario D. German, J.D.
Attorney at Law
Mario D. German Law Center, P.A.
55 N. E. Fifth Avenue, Suite 501
Boca Raton, FL 33432

For further information concerning this matter, please call:

Mario D. German, J.D.
Attorney at Law at (561) 417-4993

Enclosed is a check for the following amount: \$125.00 Filing Fee

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
ORTA POLEO INVESTMENTS,LLC**

ARTICLE I - NAME

The name of the limited liability company is Orta Poleo Investments,LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:
2851 S Palm Aire Dr. #205
Pompano Beach, Florida 33069

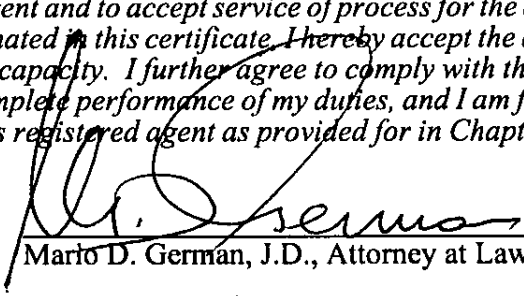
Mailing Address:
2851 S Palm Aire Dr. #205
Pompano Beach, Florida 33069

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Mario D. German, J.D., Attorney at Law
55 N.E. Fifth Avenue, Suite 501
Boca Raton, Florida 33432

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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..


Mario D. German, J.D., Attorney at Law

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGMR" = Managing Member

MGR

Name and Address:

Raymond J. Orta Martinez
3510 Oaks Way. # 304
Pompano Beach, Florida 33069

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TALLAHASSEE, FLORIDA

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MGR

Roberto E. Orta Matinez
3510 Oaks Way #304
Pompano Beach, Florida 33069

ARTICLE V -Amendments:

The Company reserves the right to amend, alter, change or repeal any provision in these Articles of Organization in the manner prescribed by law, and all rights conferred on the members subject to this reservation. These Articles may be amended prior to the issuance of certificates of the Company.

Article VI -Indemnification of Manager:

1. The Company shall indemnify any Manager made a party to any action, suit or proceeding by or in the right of the Company to procure a judgement in its favor by reason of this being or having a Manager or any officer of the Company, or Manager of any other Company which the Manager served as such at the request of the Company, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Manager in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Manager may be adjudged to have been guilty of negligence or misconduct, in the performance of the Managers duty to the Company.

2. The Company shall indemnify any Manager made a party to any action, suit or proceeding by or in the right of the Company to procure a judgement in its favor, whether civil or criminal, brought to impose a liability or penalty in such Manager in the Manager's capacity as Manager or an officer of the Company, or officer of any other Company which the Manager or officer serves as such at the request of the Company, against judgements, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Manager acted in good faith in the reasonable belief that such action was in the best interests of the Company, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgement, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Manager did not act in good faith in the reasonable belief that such action was in the best interests of the Company or that such action was in the best interests

of the Company or that the Manager had reasonable ground for belief that such action was lawful.

Article VII-Reimbursement of Manager

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Company against a Manager , either individually or as Manager, shall result in a judgement, decree or decision in favor of the Manager, the Company shall be liable to and shall reimburse the Manager for all costs and expenses of the Manager in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Article VIII Operating agreement

The members entitled at the time to vote by vote of a majority in interest of the members, shall have the power to adopt, alter, amend or repeal the Operating agreement.

Article IX Powers of a Limited Liability Company Florida Statute 608

Unless otherwise stated in the articles of organization or regulations, the limited liability company will have the same powers as an individual to do all things necessary to carry out its business and affairs including, without limitation, the power to:

1. Sue or be sued, complain or defend, in its name.
2. Purchase, take, receive, lease subscribe for, or otherwise acquire, own, hold, improve, vote, or use, or otherwise deal in or with, real or personal property, an interest in real or personal property, or any legal or equitable property, wherever located.
3. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.
4. Make contracts or guarantees or incur liabilities; borrow money, issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship necessary or convenient to the conduct, promotion, or attainment of the business of a Company the majority of the outstanding stock of which is owned, directly or indirectly, by a Company which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
5. Lend money, invest or reinvest its funds, or receive and hold real or personal

property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted within or without the state.

7. Elect or appoint managers and agents of the company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its regulations, not inconsistent with the Operating agreement organization or with the laws of Florida, for the administration and regulation of the affairs of the company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a member or manager or any other person as provided by law against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

11. Cease its activities and surrender its certificate of organization.

12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

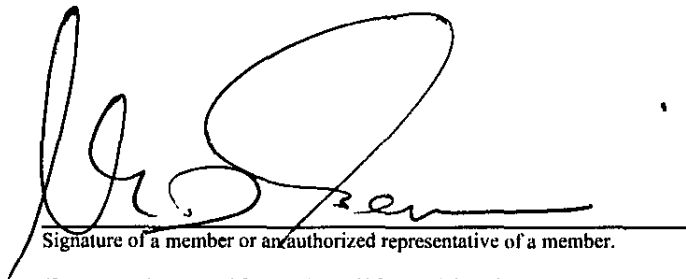
13. Transact any lawful business that will aid governmental policy.

14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mario D. German, J.D., Attorney at Law
Typed or printed name of signee

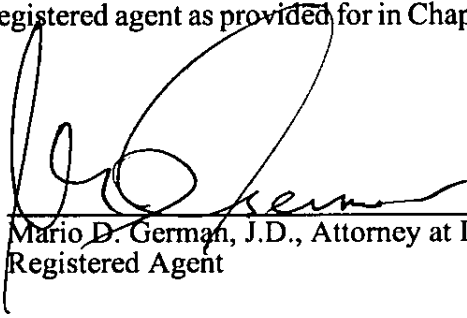
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY Orta Poleo Investments, LLC, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is Orta Poleo Investments, LLC.
2. The name and the Florida street address of the registered agent and office are:
Mario D. German, J.D., Attorney at Law
55 N.E. Fifth Avenue, Suite 501, Boca Raton, Florida 33432 (Post office box iNOT acceptable.)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, Florida Statutes.



Mario D. German, J.D., Attorney at Law
Registered Agent

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