

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000032866
FILED 8:00 AM
March 27, 2007
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

GM AMERICA, LLC

Article II

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

2601 SOUTH BAYSHORE DRIVE
SUITE 600
MIAMI, FL. 33133

The mailing address of the Limited Liability Company is:

2601 SOUTH BAYSHORE DRIVE
SUITE 600
MIAMI, FL. 33133

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

RGPA REGISTERED AGENT CORP.
2601 SOUTH BAYSHORE DRIVE
SUITE 600
MIAMI, FL. 33133

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.

Registered Agent Signature: ANTONIO L. ROCA

Article V

The name and address of managing members/managers are:

Title: MGRM
GM & PARTNERS S.R.L.
2601 SOUTH BAYSHORE DRIVE
MIAMI, FL. 33133

Title: MGRM
GIANCARLO SANDRETTO
2601 SOUTH BAYSHORE DRIVE, SUITE 600
MIAMI, FL. 33133

Title: MGRM
MAURO CHIATTONE
2601 SOUTH BAYSHORE DRIVE, SUITE 600
MIAMI, FL. 33133

Signature of member or an authorized representative of a member

Signature: ANTONIO L. ROCA

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