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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## INVERAMERICA HOLDINGS, LLC.

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*Articles of Organization  
Of  
Inveramerica Holdings, LLC.*

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608- Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company shall be INVERAMERICA HOLDINGS, LLC. (the "Limited Liability Company").

**ARTICLE II**  
**STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Limited Liability Company shall be located at, 2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, FL 33134, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III**  
**MAILING ADDRESS**

The mailing address for the Limited Liability Company shall be 2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, Florida, 33134.

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**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, FL 33134, County of Miami-Dade, and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is CONSULTING SERVICES OF SOUTH FLORIDA, INC.

**ARTICLE V**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact 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 the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles 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, goodwill, 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 these 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 government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contacts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by laws, while acting as agent, nominee, or attorney-in-fact for any person or

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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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.

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 set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement if 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 purpose and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

#### **ARTICLE VI** **DURATION**

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

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**ARTICLE VII**  
**CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event causing the involuntary dissolution of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company unanimously elect to continue the business of the Limited Liability Company.

**ARTICLE VIII**  
**MEMBERS / MANAGING MEMBERS**

The Limited Liability Company shall have one or more members (the "Members"). The names and addresses of the initial Members are:

GUILLERMO NIETO  
2121 PONCE DE LEON BLVD  
SUITE 1050  
CORAL GABLES, FL 33134

MANAGING MEMBER

LUIS BONILLA  
2121 PONCE DE LEON BLVD  
SUITE 1050  
CORAL GABLES, FL 33134

MANAGING MEMBER

**ARTICLE IX**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of their time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Limited Liability Company, and may not be sold or otherwise transferred except with unanimous written consent of all existing Members.

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**ARTICLE X**  
**CAPITAL CONTRIBUTIONS**

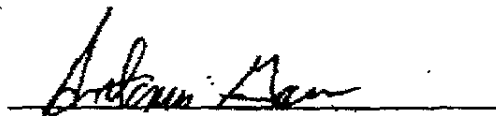
Capital contributions in the amount of \$1,000.00, GUILLERMO NIETO, \$900.00 (90%) and LUIS BONILLA, \$100.00 (10%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

**ARTICLE XI**  
**PROFITS AND LOSSES**

A) Profit sharing. 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 its proportionate share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and the day of the commencement date being the date of the filing of these Articles.

B) 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, or, if these sources are insufficient to cover such losses, by the members in their proportionate shares.

Dated, this 4<sup>th</sup> day of April, 2007.



Antonio Garcia

Authorized Representative

For: INVERAMERICA HOLDINGS, LLC.

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**REGISTERED AGENT STATEMENT OF ACCEPTANCE**

Having been named as Registered Agent to accept service of process in the State of Florida for **INVERAMERICA HOLDINGS, LLC**, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of said position.

Dated, this 4<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
Antonio Garcia  
Consulting Services of South Florida, Inc.

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