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## Florida Department of State

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****GRUPO BT USA LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**GRUPO BT USA LLC**

*These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 5<sup>th</sup> day of July, 2007.*

**ARTICLE I**

**Name:** The name of the limited liability company is:

**GRUPO BT USA LLC**

**ARTICLE II**

**Duration:** The company shall have a duration of ninety nine (99) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

**ARTICLE III**

**Address:** The address of the company principal office and mailing address shall be:

**4000 PONCE DE LEON BLVD SUITE 470  
CORAL GABLES, FL. 33146**

**ARTICLE IV**

**Register Agent and Address:** The name and address of the initial register agent is:

**ALINA C. CORDOVA  
780 N.W. 42<sup>ND</sup> AVENUE SUITE 416  
MIAMI, FL. 33126**

**ARTICLE V**

**New Members:** The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

**ARTICLE VI**

**Continuation:** Upon occurrence of an event listed in Florida Statute 608.407 (1) (f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

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**ARTICLE VII**

**Management:** The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers name and address is as follows:

OPERATING MANAGER	CARLOS ULIBARRI	4000 PONCE DE LEON BLVD. #470 CORAL GABLES, FL 33147
VICE-OPERATING MANAGER	ALESSIO PACE	4000 PONCE DE LEON BLVD. #470 CORAL GABLES, FL 33147
SECRETARY	PAULINA MACOUZET	2617 LINCOLN AVENUE COCONUT GROVE, FL 33133
TREASURER	JOSE GAMA	4000 PONCE DE LEON BLVD. #470 CORAL GABLES, FL 33147

**ARTICLE VIII**

**Powers:** This company shall have powers listed in Florida Statute 608.404.

**ARTICLE IX**

**Transferability:** No member may transfer his, her or its interest in the company without the consent of the other members.

**ARTICLE X**

**Regulations:** The members shall have the power to adopt, alter, amend, or repeat regulations of the Company containing provisions for the regulations and management of the affairs of the company.

**ARTICLE XI**

**Arbitration:** Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

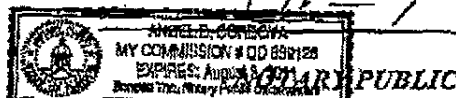
The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated

  
 CARLOS ULIBARRI  
 OPERATING MANAGER

  
 ALESSIO PACE  
 VICE-OPERATING MANAGER

I HEREBY CERTIFY on this day before me, appeared Carlos Ulibarrí and Alessio Pace who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 3<sup>rd</sup> day of July, 2007.



**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 SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is:

**GRUPO BT USA LLC**

2. The name and address of the registered agent and office is:

**ALINA C. CORDOVA  
780 N.W. 42<sup>nd</sup> AVENUE SUITE 416  
MIAMI, FL 33126**

Having been named as registered agent and to accept services 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.

Dated as of this 3<sup>rd</sup> day of July, 2007

Signed by:

*Alina C. Cordova*

**ALINA C. CORDOVA  
REGISTERED AGENT**

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