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Florida Department of State

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Venta Proactiva USA, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Venta Proactiva USA, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
Venta Proactiva USA, LLC
2135 Bay Drive, Suite 2
Miami Beach FL 33141

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Juris Magister
2135 Bay Drive, Suite 2
Miami Beach FL 33141

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

FRANCISCO JAVIER FUENTES MERINO

1101 Brickell Avenue, Suite 801

Miami FL 33131

DAVID FUENTES MERINO

1101 Brickell Avenue, Suite 801

Miami FL 33131

FRANCISCO JAVIER FUENTES RENTERO

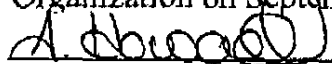
1101 Brickell Avenue, Suite 801

Miami FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of September 4, 2007.

The undersigned authorized representative of a member executed these Articles of Organization on September 4, 2007.



CORPORATE CREATIONS INTERNATIONAL INC.

Angela E. Howard Assistant Secretary

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STATEMENT OF REGISTERED AGENT**LIMITED LIABILITY COMPANY:****Venta Proactiva USA, LLC****REGISTERED AGENT/OFFICE:****Juris Magister****2135 Bay Drive, Suite 2****Miami Beach FL 33141**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

**JURIS MAGISTER****by A. Howard as attorney-in-fact****Date: September 4, 2007.**

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