

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)617-6383

## From:

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

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## TOPCELLS INTERNATIONAL LLC

Certificate of Status	1
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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
TOPCELLS INTERNATIONAL LLC

### Article II. Address

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

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Luis Agramunt  
1101 Brickell Avenue, Suite 801  
Miami FL 33131

### 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.

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 member-managed company. The name and address of each member is:

WILLIAM JAVIER ABDALA TRILLOS

2135 Bay Drive, Suite 2

Miami FL 33141

HERNANDO JESUS TRIANA SAUMET

2135 Bay Drive, Suite 2

Miami FL 33141

MARIA ANDREA TELLEZ BARRERA

2135 Bay Drive, Suite 2

Miami FL 33141

Article VII. Company Existence

The Company's existence shall begin effective as of January 2, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on January 2, 2008.

  
\_\_\_\_\_  
JURIS MAGISTER - ABOGADOS

by A. Howard as attorney-in-fact

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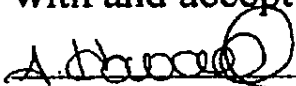
## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
TOPCELLS INTERNATIONAL LLC

REGISTERED AGENT/OFFICE:

Luis Agramunt  
1101 Brickell Avenue, Suite 801  
Miami FL 33131

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.



LUIS AGRAMUNT  
by A. Howard as attorney-in-fact  
Date: January 2, 2008.

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