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Division of Corporations

ARAZOZA & FERNANDEZ-FRAGA 305 442 4829

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

LATIN WE MARKETING AND PROMOTIONS, LLC.

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EXAMINER

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ARTICLES OF ORGANIZATION

OF

LATIN WE MARKETING AND PROMOTIONS, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: LATIN WE MARKETING AND PROMOTIONS, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 2601 S. BAYSHORE DRIVE, SUITE 235, MIAMI, FL 33133. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That LATIN WE MARKETING AND PROMOTIONS, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates LUIS BALAGUER, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2601 S. BAYSHORE DRIVE, SUITE 235, MIAMI, FL 33133.

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ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

The Initial Managers of the Company shall be:

LATIN WORLD ENTERTAINMENT HOLDINGS, INC., of
2601 S. BAYSHORE DRIVE, SUITE 235, MIAMI, FL 33133

WITNESS the hand and seal of the Manager in Miami-Dade County, State of Florida,
effective as of the 1st day of January, 2008.

The Manager,

Latin World Entertainment Holdings, Inc., a
Florida Corporation

By:
Luis Balaguer
Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

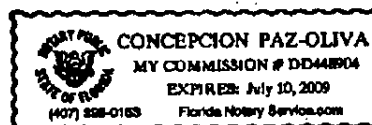
PERSONALLY appeared before me, LUIS BALAGUER, the Director of LATIN WORLD ENTERTAINMENT HOLDINGS, INC., Manager of LATIN WE MARKETING AND PROMOTIONS, LLC., for and on behalf of the Company, who produced Dever License as identification, or is personally known to me, who being by me first duly sworn, acknowledge that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 31th day of January, 2008.

Concepcion Paz Oliva
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

July 10, 2009



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That LATIN WE MARKETING AND PROMOTIONS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates LUIS BALAGUER, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2601 S. BAYSHORE DRIVE, SUITE 235, MIAMI, FL 33133.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent,


LUIS BALAGUER
January 31, 2008

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