

Division of Corporations

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Florida Department of State

Division of Corporations  
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Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.A.  
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FLORIDA/FOREIGN LIMITED LIABILITY CO

AV Corporate International Portfolios LLC

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**ARTICLES OF ORGANIZATION OF  
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I Name:**

The name of the Limited Liability Company is **AV Corporate International Portfolios LLC**.

**ARTICLE II Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

10305 NW 41 St., Suite 215  
Doral Fl, 33178

**ARTICLE III Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV Management:**

The Limited Liability Company is to be managed by a managing member. The name and address of the initial Managing Member is as follows:

AV Corporate International Portfolios Administration LLC  
10305 NW 41 St., Suite 215 Doral Fl, 33178

**ARTICLE V Admission of Additional Members:**

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

**ARTICLE VI Members Rights to Continue Business:**

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

**ARTICLE VII Regulations:**

Any Regulations as defined in Section 608.402(13) of the Florida Limited Liability Company Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

**ARTICLE VIII Indemnification:**

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation,

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partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

#### ARTICLE IX - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Thomas J. Hess, P.A.  
1401 Brickell Avenue, Suite 825  
Miami, FL 33131

*Having been named as registered agent and to accept service 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 as provided for in Chapter 608, Florida Statutes.*

Thomas J. Hess, P.A.

By: 

Thomas J. Hess, Esq.

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IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 24th day of April, 2008.

  
Thomas J. Hess, Esq. as the authorized representative