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

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**k & e (usa) investments #1, llc**

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**ARTICLES OF ORGANIZATION OF A LIMITED LIABILITY COMPANY**

**K & E (USA) INVESTMENTS #1, LLC**

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

**ARTICLE I — Name**

The name of the Limited Liability Company is: K & E (USA) INVESTMENTS #1, LLC

**ARTICLE II — Address**

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

K & E (USA) Investments #1, LLC  
C/o. Ernesto Sanchez, P.A.  
815 Ponce de Leon Blvd., Suite 306  
Coral Gables, FL 33134

**ARTICLE III — Registered Agent, Registered Office**

<sup>1</sup>  
Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)  
Ernesto Sanchez, P.A.  
815 Ponce de Leon Blvd., Suite 306  
Coral Gables, FL 33134

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

Ernesto Sanchez, Esq.  
Ernesto Sanchez, P.A.  
815 Ponce de León Blvd., Suite 306  
Coral Gables, FL 33134

#### ARTICLE IV — Management

The Limited Liability Company is to be managed by a manager or managers and is therefore a Manager-Managed Company.

#### ARTICLE V — Additional Provisions

1. Duration. This company shall exist from the date of filing hereof until its termination, as provided by law or the provisions herein.
2. Purpose. This company shall be authorized to transact any and all lawful business authorized by the laws of Florida or of the United States.

#### ARTICLE VI — Managers

The initial Managers of the Company shall be:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Enrique X. Menoscal V.	396 Alhambra Cir. Suite 100 Coral Gables 33134	MANAGER

2  
Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)  
Ernesto Sanchez, P.A.  
815 Ponce de Leon Blvd., Suite 306  
Coral Gables, FL 33134

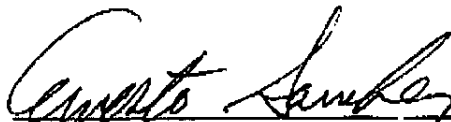
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Jose L. Vera I.

C/o Enrique Menoscal  
396 Alhambra Cir.  
Suite 100  
Coral Gables 33134

MANAGER

IN WITNESS WHEREOF, I, the undersigned, have signed these Articles of Organization as an authorized representative of the Member, and have acknowledged them to be my own act and deed, as of this 13<sup>th</sup> day of June, 2008.



Ernesto Sanchez, Esq., Authorized Representative  
Florida Bar No. 349097

3  
Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)  
Ernesto Sanchez, P.A.  
815 Ponce de Leon Blvd., Suite 306  
Coral Gables, FL 33134

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**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**  
**OF**  
**K&E (USA) Investments #1, LLC**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dated: June 13, 2008

  
Ernesto Sanchez, Esq., Registered Agent

4  
Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)  
Ernesto Sanchez, P.A.  
815 Ponce de Leon Blvd., Suite 306  
Coral Gables, FL 33134

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