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L. SELLERS

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EXAMINER

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ANDALUCIA HOLDINGS LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ANDALUCIA HOLDINGS LLC
a Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be Andalucia Holdings LLC (the "Limited Liability Company" or the "Company").

**ARTICLE II
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 101 Almeria Avenue, Coral Gables, Florida 33134, but it at all have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 101 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE IV
INITIAL, REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 101 Almeria Avenue, Coral Gables, Florida 33134 and the name of the Company's initial Registered Agent for service of process in the State of Florida, at that address is Hilda Guzman.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the operating agreement adopted by the Company (the "Operating Agreement") of the Company or otherwise terminated in accordance with law.

Page 1 of Articles of Organization

H08000166931

**ARTICLE VII
AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to the Articles of Organization shall be approved by all members of the Company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

**ARTICLE IX
INDEMNIFICATION**

This Company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

**ARTICLE X
MEMBERS**

The Company shall have one or more members (the "Members"). The name and address of the initial Member is Eagle Group Investments of Florida, Inc., a Florida Corporation and its mailing and business address is 101 Almeria Avenue, Coral Gables, Florida 33134.

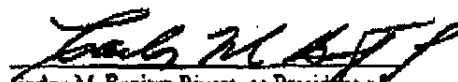
**ARTICLE XI
MANAGEMENT**

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by the members in accordance with the Operating Agreement. Accordingly, this Company shall be a member-managed limited liability company. The name and address of the initial member is Eagle Group Investments of Florida, Inc., a Florida Corporation and its mailing and business address is 101 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE XII
EXECUTION**

The undersigned member of the Company hereby certifies that the foregoing constitutes the Articles of Organization of Andalusia Holdings, LLC.

IN WITNESS WHEREOF, for the purposes of forming this Company under the laws of the State of Florida, I, the undersigned member, has executed these Articles of Organization this 21 day of June, 2008.


Carlos M. Benitez Rivera, as President of
Eagle Group Investments of Florida, Inc.

Page 2 of Articles of Organization

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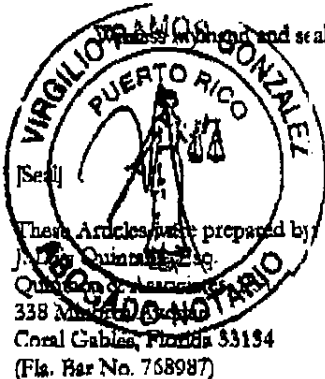
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NOTARY CERTIFICATION / ACKNOWLEDGEMENT

COMMONWEALTH OF PUERTO RICO)
CITY/COUNTY OF 1915)

I HEREBY CERTIFY that the foregoing instrument was acknowledged by Carlos M. Benitez Rivera, as President of Eagle Group Investments of Florida, Inc., a Florida Corporation, who before me personally appeared this June 26, 2008, and who is personally known to me ☒ or who produced identification [].



[Signature]
NOTARY PUBLIC
My commission expires:

[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

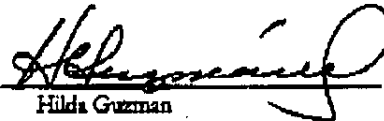
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REGISTERED AGENT ACKNOWLEDGEMENT

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, F. S.

REGISTERED AGENT

By: 
Hilda Guzman

[In accordance with Section 608.401(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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