L08000069772

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000177465 3)))

H080001774853ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : 120070000136
Phone : (305) 779-3564
Fax Number : (305) 779-3561

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Goldwing Planet, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	$155.00

Electronic Filing Menu   Corporate Filing Menu   Help

H08000177465 3

ARTICLES OF ORGANIZATION
OF
GOLDWING PLANET, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is Goldwing Planet, LLC (the "Company").

ARTICLE II
ADDRESS

The principal office address of the Company is:

> 1001 Brickell Bay Drive, Suite 1402
> Miami, FL 33131

The mailing address of the Company is:

> 2525 Ponce de Leon Blvd., Suite 1225
> Coral Gables, FL 33134

ARTICLE VIII
REGISTERED AGENT AND OFFICE

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

> Interamerican Corporate Services LLC
> 2525 Ponce de Leon Blvd., Suite 1225
> Coral Gables, Florida 33134

ARTICLE III
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

ARTICLE IV
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating

FILED 08 JUL 21 AH 8:24 SECRETARY OF STATE TALLAHASSEE FLORIDA

{00009901.DOC v.1 }

H08000177465 3

Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

The name and address of the initial Manager is as follows:

Title: Name and Address:
Manager   David Di Prisco
                                1001 Brickell Bay Drive, Suite 1402
                                Miami, FL 33131

ARTICLE V
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 21st day of July, 2008.

_____
Marian Ancheta
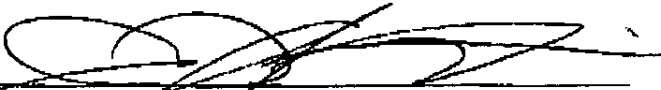Duly Authorized Representative of a Member

H08000177465 3

H08000177465 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for GOLDWING PLANET, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 21ˢᵗ day of July, 2008.

INTERAMERICAN CORPORATE SERVICES LLC

By:_____
Alcides I. Avila, Manager

H08000177465 3