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FLORIDA/FOREIGN LIMITED LIABILITY CO.**RETAIL LATIN AMERICA, LLC.**

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ARTICLES OF ORGANIZATION OF RETAIL LATIN AMERICA, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Laws of the State of Florida, Florida statute 608 Florida Limited Liability Company Act, providing for the information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **RETAIL LATIN AMERICA, LLC**, and its principal office shall be located at 1205 Brickell Ave. Suite 206. Miami, FL 33131 and mailing address shall be CCS 13442, 11010 NW 30th Street. Suite 104. Miami, FL 33172, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch office at any other places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the Laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient or the accomplishment of any of the purposes, of the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provides the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted, by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. The Power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager (s) of the Company by any amendments of the Articles of Organization.

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ARTICLE IV MANAGEMENT

The Company shall be managed by member/managers and is therefore a member/manager - managed company. The initial member of the Company shall be one (1) and managers of the Company shall be two (2), to hold office until their successors has been duly elected and qualified, or until their earlier resignations, removal from office or death.

Name and address:

Retail Latin America, C.A.	MBR	1205 Brickell Ave. Suite 206. Miami, FL 33131
Eduardo Torbay	MGR	1205 Brickell Ave. Suite 206. Miami, FL 33131
Gustavo Ghersey	MGR	1205 Brickell Ave. Suite 206. Miami, FL 33131

ARTICLE VI MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. An interest of a Member of this company may be transferred or assigned to such extent and in the manner in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to received only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, of the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Any relevant action of the Members shall be managed by two or more members in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Managers (s) of the company as part of its records).

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Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager (s) or if managed by the Members, by any Member of this company, unless otherwise provided therein.

ARTICLE VII PROFITS AND LOSSES

- (a) Profit sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share on profits. The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

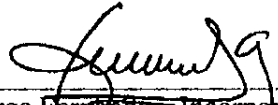
This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is GBS Consultants, Inc. 18501 Pines Blvd Suite 201 Pembroke Pines Fl. 33029, County of Broward, and the name of the company's initial registered agent at that address is Jorge Fernandez.

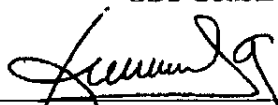
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of organization of **RETAIL LATIN AMERICA, LLC.**, under the laws of the State of Florida, this JAN. 20, 2009.


Jorge Fernandez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

GBS Consultants, Inc. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants, Inc.

Jorge Fernandez, Vice-President