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FLORIDA/FOREIGN LIMITED LIABILITY CO.

super acai holdings, llc

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
SUPER ACAI HOLDINGS, 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 SUPER ACAI HOLDINGS, LLC (the "Company").

ARTICLE II

ADDRESS

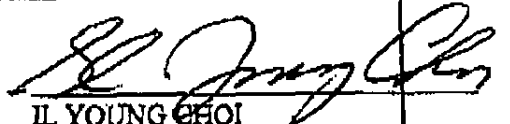
The principal office and mailing address of the Company is:
1331 Brickell Bay Drive
Suite 4303
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The address of the corporation registered office is 1925 Brickell Ave., Suite D-205, Miami, Florida 33129.

I, IL YOUNG CHOI hereby am familiar with and accept the duties and responsibilities as registered agent for **SUPER ACAI HOLDINGS, LLC**.


IL YOUNG CHOI

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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 right and responsibilities described in the Operating Agreement of the Company. The managers, who shall serve in such capacity until his successors are duly elected and qualified, shall be:

CLAUDIA RIVIERI
1331 Brickell Bay Drive
#4303
Miami, Florida 33131

ENRIQUE MILLAN
1925 Brickell Ave.
Suite D-205
Miami, Florida 33129

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, or (ii) by the written agreement of a majority of ownership interest.

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.

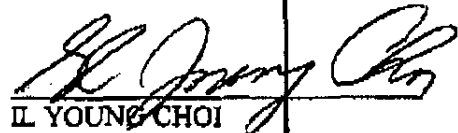
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ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN THE WITNESS WHEREOF, the undersigned, being a member or a duly authorized representative of a member, has hereunto set this hand and seal this 21st day of January, 2009.


IL YOUNG CHOI

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