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## ORIDA/FOREIGN LIMITED LIABILITY CO.

### Tryton Investments, LLC

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February 13, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CIBRAN ELJAIEK LOPEZ, PL

SUBJECT: TRYTON INVESTMENTS, LLC

REF: W09000007164

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division s records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

If you have any further questions concerning your document, please call (850) 245-6955.

Suganne Hawkes FAX Aud. #: H09000033268 Regulatory Specialist II Letter Number: 809A00005245 Registration/Qualification Section

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# ARTICLES OF ORGANIZATION OF

### Tryton U.S. Investors, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I -- NAME

The name of the limited liability company shall be <u>Tryton U.S. Investors, LLC</u> (the "Company").

#### <u>ARTICLE II -- ADDRESS</u>

- (a) The principal address of the Company shall be Zapiola 3535 112, 1429 Buenos Aires, Argentina.
- (b) The mailing address of the Company shall be \_\_\_\_\_c/o Cellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #700, Coconut Grove, Florida 33133.

#### **ARTICLE III - DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Cellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #700, Coconut Grove, Florida 33133.

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Tryton U.S. Investors, LLC

#### ARTICLE V -- CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members. The name and address of the only initial Member of the Company is:

Juan Carlos Juan Cohrs (Managing Member)

Zapiola 3535 - 112 1429 - Buenos Aires, Argentina

#### <u>ARTICLE VIII – MANAGEMENT</u>

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial Managers of the Company are:

Juan Carlos Juan Cohrs

Zapiola 3535 - 112

1429 - Buenòs Aires, Argentina

Cristian Cohrs

Zapiola 3535 - 112

1429 - Buenos Aires, Argentina

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Tryton Investments, LLC

**Tomas Cohrs** 

Zapiola 3535 - 112 1429 - Buenos Aires, Argentina

#### ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

#### ARTICLE X -- INDEMNIFICATION

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 12 day of February, 2009.

By: Carlos A. Marin, Esq., as Authorized Signatory

#### ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Cellaw Registered Agents, LLC a Florida limited liability company

Santiago Eljaiek III, Esq., Manager

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