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CORPORATION SERVICE COMPANY

2958 P. 1

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Florida Department of State
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Phone : (850)521-1000
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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CREDIT ANDORRA U.S. GP, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
CREDIT ANDORRA U.S. GP, LLC**

**ARTICLE I
NAME**

The name of this limited liability company is CREDIT ANDORRA U.S. GP, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company is Brickell Avenue, Suite 1201, Miami, Florida 33131.

**ARTICLE III
BUSINESS PURPOSE**

The Company is being formed for the following purpose: (i) to engage in any and lawful business or activity permitted under the laws of the United States and the State of Florida; (ii) to generally have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects herein mentioned; (iii) to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

**ARTICLE IV
TERM OF EXISTENCE**

The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the sole member of the Company may continue the Company and the business of the Company as set forth in the operating agreement of the Company.

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ARTICLE V
REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE VI
MANAGER

The Company shall be managed by one manager. The name, title, and address of the initial manager of the Company is:

Title:

MGR

Name and Address

Genís Ros Armengol
777 Brickell Avenue, Suite 1201
Miami, Florida 33131

ARTICLE VII
AMENDMENTS

The Company, with written consent of the sole member, shall have the right to amend or repeal any provisions contained in this Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's member.

ARTICLE VIII
INDEMNIFICATION

The Company shall indemnify its sole member, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing

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right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned sole member has executed these Articles of Organization on this 7th day of July 2009.

SOLE MEMBER:

CREDIT ANDORRA U.S. HOLDING CORP.

By: 

Genís Ros Armengol, President

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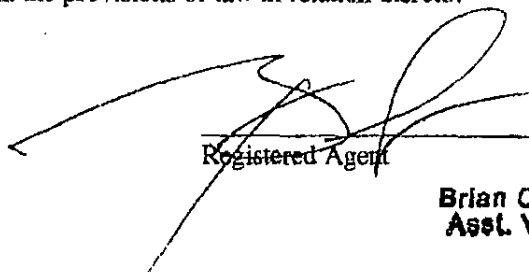
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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for CREDIT ANDORRA U.S. GP, LLC at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



Registered Agent
Brian Courtney
Asst. V. Pres.

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