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FLORIDA/FOREIGN LIMITED LIABILITY CO.

POSITANO HARBOUR, LLC

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EXAMINER

9/11/2009

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(4)

ARTICLES OF ORGANIZATION

OF

POSITANO HARBOUR, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

1. Name

The name of the limited liability company is Positano Harbour, LLC (hereinafter referred to as the "Company").

2. Period of Duration

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Address Of Place Of Business

The mailing address for the Company is 15500 New Barn Road, Suite 104, Miami, FL 33014 and the street address of the place of business for the Company is 15500 New Barn Road, Suite 104, Miami, FL 33014. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent

The initial registered agent in Florida for the Company is Jay R. Tome, Esquire and the initial registered office is located at Haralson & Tome, LLP, C/o Jay R. Tome Esq., 15500 New Barn Road, Suite 104, Miami Lakes, Florida 33014.

5. Capital Contributions

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

6. Management

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate

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law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the manager or managers, who may also be members, and the positions that the manager or managers will hold. The sole manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualify, and his designations shall be as follows:

| Name: | Position: |
|-----------------------------|-----------------------|
| Andres Arturo Torres Ramos | Manager and President |
| Jose Antonio Perez Helguera | Manager and Secretary |

7. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at City of Miami Lakes, Miami-Dade County, Florida, on September 11, 2009.

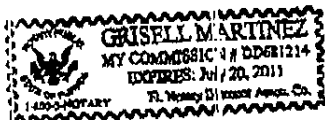
Positano Harbour, LLC
a Florida limited liability company

By: _____

Jay R. Tome, Esq. as authorized representative
and Attorney in Fact for Andres Arturo Torres
Ramos, Manager and President, and Jose Antonio
Perez Helguera, Manager and Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on September 11, 2009, by Jay R. Tome Esq., as authorized representative and Attorney in Fact for, Andres Arturo Torres Ramos Manager and President of Positano Harbour, LLC, and as authorized representative and Attorney in Fact for Jose Antonio Perez Helguera, Manager and Secretary who (X) is personally known to me or () produced as identification.



(Seal)

Notary Public - State of Florida
(name, typed or printed)

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **Positano Harbour, LLC**, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **Positano Harbour, LLC**.
2. The name and street address of the registered agent in Florida are:

Jay R. Tome, Esquire
Haralson & Tome, LLP
15500 New Barn Road
Suite 104
Miami Lakes, Florida 33014

The undersigned, being the person named in the articles of organization of **Positano Harbour, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent



Jay R. Tome, Esquire

Dated: September 11, 2009

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