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(Requestor's Name)

(Address)

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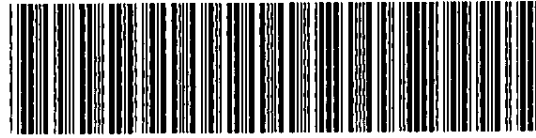
(Business Entity Name)

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NOV 6 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH  
DATE: 11/05/09  
REF. #: 000650.114205  
CORP. NAME: SAN BERNARDO USA, LLC

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- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 532490 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

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**ARTICLES OF ORGANIZATION  
SAN BERNARDO USA, LLC**

**ARTICLE I  
Name**

The name of the Limited Liability Company is San Bernardo USA, LLC (the "Company").

**ARTICLE II  
Address**

The mailing and the street address of the principal office of the Company is 2 South Biscayne Boulevard, 21<sup>st</sup> Floor, Miami, Florida 33131, Attn: Vivian de las Cuevas-Diaz, P.A.

**ARTICLE III  
Registered Agent**

The name of the Company's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Company's registered office is 2 South Biscayne Boulevard, 21<sup>st</sup> Floor, Miami, Florida 33131.

**ARTICLE IV  
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE V  
Management**

The Company is to be a member-managed company and the name and address of the initial member is:

San Bernardo S.A.S.  
2 South Biscayne Boulevard, 21<sup>st</sup> Floor  
Miami, Florida 33131  
Attn: Vivian de las Cuevas-Diaz, P.A.

**ARTICLE VI**  
**Admission of Additional Members**

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

**ARTICLE VII**  
**Members' Rights to Continue Business**

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5<sup>th</sup> day of November, 2009.

**MEMBER:**

SAN BERNARDO S.A.S.

By: Miriam A. de Oliveira  
Miriam A. de Oliveira, Esq.  
Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company SAN BERNARDO USA, LLC
2. The name and address of the registered agent and office is: B & C Corporate Services, Inc., 2 South Biscayne Boulevard, 21<sup>st</sup> Floor, Miami, Florida 33131.

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent.*

B & C Corporate Services, Inc.

By: Miriam A. de Oliveira  
Miriam A. de Oliveira, Esq.  
Vice President