

LO9000113832

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000249331 3)))



H090002493313ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : SPIEGEL & UTRERA, P.A.
Account Number : FCA000000001
Phone : (305) 854-6000
Fax Number : (305) 860-2076

FILED
09 NOV 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA/FOREIGN LIMITED LIABILITY CO.
THE FOREIGN EXCHANGE SOLUTION LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

D. BRUCE
DEC 1 2009
EXAMINER

RECEIVED

09 NOV 30 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H09000249331 3

ARTICLES OF ORGANIZATION
OF
THE FOREIGN EXCHANGE SOLUTION LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **THE FOREIGN EXCHANGE SOLUTION LLC** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 11th Brickell Avenue, 11th Floor, Miami, Florida 33131 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H09000249331 2

FILED
09 NOV 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H04000249331 3

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the remaining members, provided there are at least one remaining member.

FILED
09 NOV 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

104000249331 3

HO9000249331 3

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Antony Oseitutu

Secretary: Antony Oseitutu

whose mailing addresses shall be the same as the principal office of the Company.

ARTICLE 10 - PROHIBITIONS

The Company shall not invest or issue securities pursuant to an investment contract. In the preceding sentence, "investment contract" shall mean an agreement in which members of the Company invest and expect to make a profit from the entrepreneurial and managerial efforts of others or any other meaning pursuant to the federal Securities Act of 1933, Investment Company Act of 1940 or regulations promulgated thereunder by the U. S. Securities and Exchange Commission. The Company shall not make, nor propose to make, a public offering of its securities or have more than one hundred Members of the Company. The Company shall not own or hold investment securities valued at forty percent of the value of its assets. In the preceding sentence, "investment securities" shall mean all securities except government securities, securities issued by employees' securities and securities issued by majority-owned subsidiaries of the owner which are not investment companies and are not relying on the exception from the definition of investment company as described in paragraph (1) or (7) of subsection (c) of Section 3(a)(10)(C) of the Investment Company Act of 1940 or regulations promulgated thereunder by the U. S. Securities and Exchange Commission. The Company shall not authorize a prohibited transaction between the Company and a disqualified person, as such terms are defined in Section 4975 of the Internal Revenue Code or regulations promulgated thereunder by the Internal Revenue Service.

FILED
09 NOV 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SPIEGEL & UTRERA, P.A.

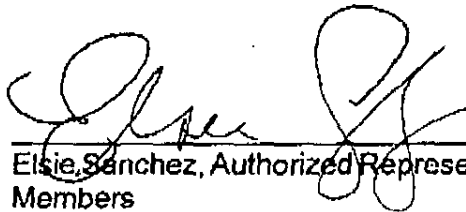
LAWYERS
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

HO9000249331 3

H09000249331 3

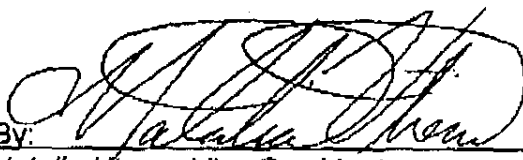
IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 30th day of November 2009.


Elsie Sanchez, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President

FILED
09 NOV 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 447-8900

MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H09000249331 3