

Division of Corporations

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

From: Account Name : JORGE GAVIRIA  
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**FLORIDA LIMITED LIABILITY CO.  
32N Prospect, LLC.**

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**ARTICLES OF ORGANIZATION  
OF  
32N PROSPECT, LLC.**

The undersigned, for 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 **32N PROSPECT, LLC** The principal place of business of the Company in Florida shall be:

32 North Prospect Drive  
Coral Gables, Fl 33133

The mailing address shall be:

32 North Prospect Drive  
Coral Gables, Fl 33133

**ARTICLE II- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage in 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.

**ARTICLE IV- REGISTERED OFFICE AND AGENT**

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The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, Fl. 33156

**ARTICLE V- CAPITAL CONTRIBUTIONS-Members**

The members of the Company, as listed below, shall have the percentage of ownership as specified bellow:

<u>Name</u>	<u>Percentage</u>
BFI Real Estate, Inc. a BVI Corporation	100%

**ARTICLE VI- CAPITAL CONTRIBUTION**

Each member shall make capital contributions to the Company only upon the unanimous consent of all members.

**ARTICLE VII- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. 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 other members 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 VII- TERMINATION OF EXISTENCE**

The Company shall be dissolved upon consent of a majority of members.

**ARTICLE IX- MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain

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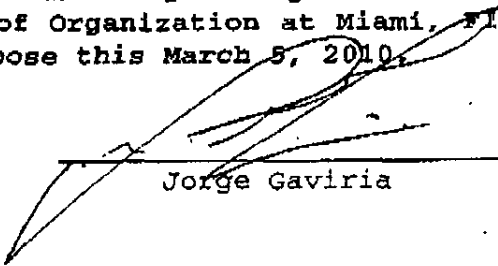
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any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Omny G. Chacon P. 32 North Prospect Drive, Coral Gables, Fl 33133.

**ARTICLE X- MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this March 5, 2010.

  
\_\_\_\_\_  
Jorge Gaviria

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE  
32N PROSPECT, LLC**

Under the provisions of F.S. 608.414 or 608.507,  
32N PROSPECT, 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

32N PROSPECT, LLC

2. The name and street address of the registered agent in  
Florida is:

Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, Fl. 33156

The undersigned, being the person named in the articles of  
organization of 32N PROSPECT, LLC as 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.

  
Jorge Gaviria