

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : I20070000136
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Fax Number : (305) 779-3561

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**FLORIDA LIMITED LIABILITY CO.
ML USA LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ML USA LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is ML USA LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office address of the Company is:

465 Brickell Avenue
Unit 1402
Miami, FL 33131

The mailing address of the Company is:

465 Brickell Avenue
Unit 1402
Miami, FL 33131

**ARTICLE III
REGISTERED AGENT AND OFFICE**

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

Interamerican Corporate Services LLC
2525 Ponce De Leon Blvd.
Suite 1225
Coral Gables, Florida 33134

**ARTICLE IV
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE V**
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managers shall serve in such capacity until their successors are duly elected and qualified.

The names and addresses of the initial Managers are as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Edward Mendez Ave. 2 El Milagro Edif. Paseo Virginia, Apto. 10-B Maracaibo, Estado Zulia Venezuela
Manager	Rita Morales Ave. 2 El Milagro Edif. Paseo Virginia, Apto. 10-B Maracaibo, Estado Zulia Venezuela

ARTICLE VI
DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

ARTICLE VII
PURPOSE

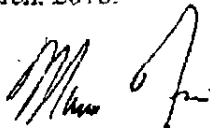
The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

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IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization of the Company as of the 25th day of March, 2010.



Marco Ferri
Duly Authorized Representative of the Members

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned agrees to act as registered agent for ML USA LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 25th day of March, 2010.

INTERAMERICAN CORPORATE SERVICES LLC

By: 

Marco Ferri, Manager