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DIVISION OF CORPORATIONS
10 MAY 20 AM 11:32

T. HAMPTON
MAY 21 2010
EXAMINER

LAW OFFICES
FRANK J. YONG, P.A.

4575 ST. JOHNS AVENUE, SUITE 4
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG

May 18, 2010

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Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

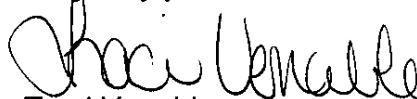
Re: Guesa USA II, LLC.

Dear Sir/Madam:

Enclosed for filing are one original and one copy of the Articles of Organization for the above-named limited liability company, together with a Certificate Designating Registered Office/Agent and our firm check in the amount of \$125.00 in payment of your filing fees. Please return one filed copy of the Articles of Organization and Designating Registered Office/Agent to me as soon as they are obtained.

Thank you for your attention to this matter and please do not hesitate to contact me should you have questions.

Very truly yours,



Traci Venable
Certified Paralegal

/tlv
Enclosures

**ARTICLES OF ORGANIZATION
FOR
GUESA USA II, LLC.**

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Guesa USA II, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3016 Tower Oaks Drive
Orange Park, Florida 32065

ARTICLE III - Registered Agent:

The name and address of the registered agent of the Limited Liability Company is:

Frank J. Yong
4575 St. Johns Avenue, Suite 4
Jacksonville, Florida 32210

ARTICLE IV - Duration:

The period of duration for the Limited Liability Company shall be:

From the date of filing this company shall exist perpetually. Its existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Jorge Guevara
3016 Tower Oaks Drive
Orange Park, Florida 32065

ARTICLE VI - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The unanimous consent of all the Members.

ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

If all the Members unanimously consent, the business shall continue.

ARTICLE VIII - Number of Members:

The undersigned member or authorized representative of a member of Guesa USA II, LLC. certifies that the above-named limited liability company has at least one member.



JORGE GUEVARA, Member

EDMA, INC., a Florida corporation



EDUARDO J. GUEVARA, Member

EDMA II, INC., a Florida corporation



EDUARDO J. GUEVARA, Member

EDMA IV, INC., a Florida corporation



EDUARDO J. GUEVARA, Member

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(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability company 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 Guesa USA II, LLC.
2. The name and the Florida street address of the registered agent are:

Frank J. Yong
4575 St. Johns Avenue, Suite 4
Jacksonville, Florida 32210

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in 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 and accept the obligations of my position as registered agent.


FRANK J. YONG, Registered Agent

FILED
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