

06/24/2010 12:35 305442-4337

Division of Corporations

DIAZ & ASSOCIATES, INC.

PAGE 1  
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TOTAL IMPORT AND EXPORT LLC

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H10000148867 3

**ARTICLES OF ORGANIZATION  
FOR A  
FLORIDA LIMITED LIABILITY COMPANY**

*Pursuant to section 608.407 Florida Statutes, hereby the undersigned, acknowledges, and files the following Articles of Organization of a Limited Liability Company.*

**ARTICLE I - NAME**

The name of the Limited Liability Company is

**TOTAL IMPORT AND EXPORT LLC**

**ARTICLE II - ADDRESS**

The initial mailing and street address of the Limited Liability Company is

782 N.W. 42 Avenue, Suite 637  
Miami, Florida 33126

**ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT**

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

Alina M. Diaz  
782 N.W. 42 Avenue, Suite 637  
Miami, Florida 33126

*Having been named as registered agent and 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 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 provided for in Chapter 609, F.S..*

  
Alina M. Diaz.  
Registered Agent's Signature

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#### ARTICLE IV – MANAGEMENT

The business and affairs of the limited liability company shall be governed by managers and subject to the limitations set forth in an operating agreement. The actions of a member, manager, or any other person acting in any capacity other than, as a manager of the company in accordance with the terms of its' operating agreement shall not bind the limited liability company.

The manager(s) of the Company are:

<u>Name and Address</u>	<u>Title</u>	<u>Office</u>
Karina M. Castillo Ortiz Urbanizacion Macaracuay Calle Cubagua Edif. Trapiche, Torre A, Piso 9, Apto. 9-12 Caracas, Venezuela, S.A.	Managing Member	President, Secretary

#### ARTICLE V – PERIOD OF DURATION

The company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of Florida for filing and shall continue indefinitely unless sooner dissolved pursuant to the terms of its' operating agreement, or as otherwise provided by law.

#### ARTICLE VI – PURPOSE AND POWERS

The company is organized for the purpose of transacting any and all lawful business permitted 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 VII – MEMBERS

The managers of the Company shall be their members in accordance with regulations adopted by the members in accordance with regulations adopted by the members for the management of the business and affair of the Company. These regulations may not contain any provisions for the regulation and management of the affairs of the Limited Liability Company inconsistent with Florida statues or these Articles of Organization.

The initial Members' names and addresses of the Limited Liability Company:

Karina M. Castillo Ortiz  
Urbanizacion Macaracuay  
Calle Cubagua  
Edif. Trapiche, Torre A, Piso 9, Apto. 9-12  
Caracas, Venezuela, S.A.

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**ARTICLE IV – 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.

**IN WITNESS WHEREOF**, The undersigned aforesaid organizers' authorized representative of the members, has made and subscribed these foregoing Articles of Organization on this 2/5 day of JUNE of the year 2010.

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

  
\_\_\_\_\_  
Karina M. Castillo Ortiz  
Authorized Representative of the Members

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