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FLORIDA LIMITED LIABILITY CO.  
Magellan Management & Consulting America LLC

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**ARTICLES OF ORGANIZATION  
OF  
MAGELLAN MANAGEMENT & CONSULTING AMERICA 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 MAGELLAN MANAGEMENT & CONSULTING AMERICA LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal and business address of the Company is:

6101 Aqua Avenue  
Apt. 201 (Gorlin)  
Miami Beach, FL 33141

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 6101 Aqua Avenue, Apt. 201 (Gorlin), Miami Beach, FL 33141 as the street address of the initial registered office of the Company and names Arnaud Bezzina as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV  
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, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a Manager-Managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable.

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**ARTICLE VI**  
**MANAGER**

The name and address of the initial Manager of the Company is:

Arnaud Bozzina  
6101 Aqua Avenue  
Apt. 201 (Gorlin)  
Miami Beach, FL 33141

**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 including activities within the United States and abroad.

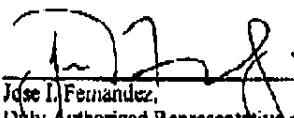
**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

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

**ARTICLE IX**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of September, 2010.

  
\_\_\_\_\_  
Jose L. Fernandez,  
Duly Authorized Representative of the  
Sole Member

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MAGELLAN MANAGEMENT & CONSULTING AMERICA 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 acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7 day of September, 2010.

By:   
Arnaud Bezzina

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