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

From: Account Name : CORPORATE CREATIONS INTERNATIONAL  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**L. SELLERS**  
OCT - 5 2010  
**EXAMINER**

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.**  
**Poseidon Capital Management LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Poseidon Capital Management LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
Poseidon Capital Management LLC  
2601 S. Bayshore Drive, Suite 1200  
Coconut Grove FL 33133

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
NS Corporate Services Inc.  
1110 Brickell Ave., Ste. 310  
Miami FL 33131

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Joseph Horn  
2601 S. Bayshore Drive, Suite 1200  
Coconut Grove FL 33133

Ricardo Eichenwald  
2601 S. Bayshore Drive, Suite 1200  
Coconut Grove FL 33133

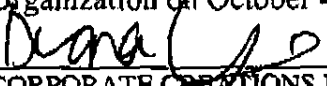
Ralph Horn  
2601 S. Bayshore Drive, Suite 1200  
Coconut Grove FL 33133

Fernando Braghin  
2601 S. Bayshore Drive, Suite 1200  
Coconut Grove FL 33133

Article VII. Company Existence

The Company's existence shall begin effective as of October 4, 2010.

The undersigned authorized representative of a member executed these Articles of Organization on October 4, 2010.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President  
by Diana Urrego as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT

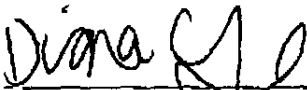
### LIMITED LIABILITY COMPANY:

Poseidon Capital Management LLC

### REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.  
1110 Brickell Ave., Ste. 310  
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES INC.  
by Diana Urrego as attorney-in-fact

Date: October 4, 2010.