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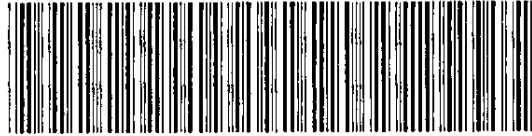
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ENTITY NAME:

FUNDASCION Y&Y, LLC

CK# 4879 FOR \$220.00

PLEASE FILE THE ATTACHED ARTICLES & RETURN THE FOLLOWING:

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XXX CERTIFICATE OF STATUS

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ARTICLES OF ORGANIZATION
OF
FUNDACION Y&V, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be FUNDACION Y&V, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146 and such other place or places as the members from time to time may determine. The mailing address of the Company is 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Luis A. Yanes
c/o 1500 San Remo Ave., Suite 125
Coral Gables, Florida 33146

David R. Vergara
c/o 1500 San Remo Ave., Suite 125
Coral Gables, Florida 33146

Cesar A. Chacon
c/o 1500 San Remo Ave., Suite 125
Coral Gables, Florida 33146

Angela J. Fernandez
c/o 1500 San Remo Ave., Suite 125
Coral Gables, Florida 33146

The Managers shall have the power to do all things necessary to carry out the business and affairs of the Company acting by majority, including, without limitation, the power to:

A. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located in the name of the Company.

B. Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of the Company's property.

C. Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity in the name of the Company.

D. Make contracts or guarantees, or incur liabilities; borrow money; issue notes, bonds, or other obligations in the name of the Company, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and surety ship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company.

E. Lend money, invest or reinvest Company funds, and receive and hold real or personal property as security for repayment.

F. Conduct Company business, locate offices, and exercise the powers granted hereunder or by the laws of the State of Florida within or without the State of Florida.

G. Select and appoint officers, employees, and agents of the Company, define their duties, fix their compensation, and delegate to any agent any of the rights and powers of the Manager including the power to further delegate, provided that any delegation must be in writing.

H. Permit the Company to be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, limited liability company, trust, or other entity.

ARTICLE V PURPOSE OF THE COMPANY

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 8 day of October, 2010, effective upon filing same with the Florida Department of State.

FUNDACION Y&V, LLC

BY:


Jose L. Nufiez, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

FUNDACION Y&V, LLC
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Jose L. Nunez, Vice President

Date: October 8, 2010.