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Florida Department of State
Division of Corporations
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**FLORIDA LIMITED LIABILITY CO.
PHOENIX HOLDING COMPANY, LLC**

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EXAMINER

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November 24, 2010

FLORIDA DEPARTMENT OF STATE

LAZARUS CORPORATE FILING SERVICE Division of Corporations

SUBJECT: PHOENIX HOLDING COMPANY, LLC
REF: W10000054910

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L05000117191.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

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Tammi Cline
Regulatory Specialist II

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ARTICLE OF ORGANIZATION

OF

PHOENIX HOLDING COMPANY USA, LLC

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

ARTICLE I

The name of this limited liability company is:

PHOENIX HOLDING COMPANY USA, LLC

ARTICLE II

The mailing address of the principal office of this limited liability company shall be 1470 NW 107th Avenue Suite E Miami, Florida 33172 and such other place or places as the member(s) from time to time may determine.

The name and address of the initial registered agent is:

Claudia Guerra
1470 NW 107th Avenue, Suite E
Miami, FL 33172

ARTICLE III

The period of duration for the limited liability Company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that his limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

The Limited Liability Company shall be managed by the members with voting power prorata to their interest. The right and duties of the members shall be set forth in the regulations of this limited liability company, which are incorporated herein by reference.

The name and address of the initial members of this limited liability company is:

Claudia Guerra	1470 NW 107 th Avenue Ste E Miami, Florida 33172
Luis Montserrat	1470 NW 107 th Avenue Ste E Miami, Florida 33172
Manuel Garcia	1470 NW 107 th Avenue Ste E Miami, Florida 33172

The name and address of the managing members is:

Claudia Guerra	1470 NW 107 th Avenue Ste E Miami, Florida 33172
Luis Montserrat	1470 NW 107 th Avenue Ste E Miami, Florida 33172
Manuel Garcia	1470 NW 107 th Avenue Ste E Miami, Florida 33172

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ARTICLE V

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE VI

The members of the limited liability Company shall adopt regulations containing all provisions for the regulation and management of this company, which shall be consistent with the law or these articles.

ARTICLE VII

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

ARTICLE VIII

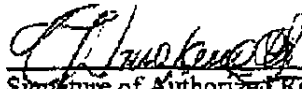
These articles may be amended at any time by the unanimous consent of the member as deemed appropriate to facilitate the accomplishment of the purpose of the limited liability Company, and the amendment shall be executed and duly filed with the Florida Department of State.

The undersigned authorized representatives Claudia Guerra, Luis Montserrat, and Manuel Garcia members of Phoenix Holding Company USA, LLC
Deposes and says:

The above named limited liability Company has three members.

Claudia Guerra

Name of Authorized Representative of Member



Signature of Authorized Representative of Member

Luis Montserrat

~~Luis~~

Name of Authorized Representative of Member

Luis Montserrat

Signature of Authorized Representative of Member

Manuel Garcia

Name of Authorized Representative of Member

Manuel Garcia

Signature of Authorized Representative of Member

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**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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is:

PHOENIX HOLDING COMPANY USA, LLC

The name and address of the registered agent and office is:

Claudia Guerra
1470 NW 107th Avenue, Ste E
Miami, Florida 33172

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 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.


Signature of Registered Agent

11/22/2010
Date

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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