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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
**MARC J. POSTELNEK**

P.O. BOX 1844  
BOCA RATON, FL 33429  
PHONE: 305.962.7111 FAX :561.395.2943  
EMAIL: MJPTHELAWYER@YAHOO.COM

November 30, 2010

Registration Section  
Division of Corporations  
409 E. Gaines Strret  
Tallahassee, FL 32399

RE: ARTICLES OF ORGANIZATION OF  
VINCI ONE LLC

Greetings:

I am enclosing Articles of Organization for VINCI ONE LLC along with my check payable to the Florida Department of State in the amount of \$155.00.

Please file these Articles and return a certified copy to me as follows:

Marc Postelnek, Esq.  
P.O. Box 1844  
Boca Raton, FL 33429

Please contact me at 305.962.7111 if I can be of further assistance.

Thank you for your cooperation. Best wishes for the Holidays.

Sincerely,

  
Marc Postelnek

Encls.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF VINCI ONE LLC**

The undersigned initial members of **VINCI ONE LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I  
COMPANY NAME**

The name of this Company is: **VINCI ONE LLC.**

**ARTICLE II  
COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these Articles and shall continue in perpetuity unless otherwise dissolved pursuant to these Articles or the Operating Agreement and Regulations of the Company.

**ARTICLE III  
MAILING AND STREET ADDRESS OF COMPANY**

The initial mailing and street address of the Company is:

VINCI ONE LLC  
C/O MARCELA ADRIANA USBERTI  
60 SW 13th STREET, UNIT 2500.  
MIAMI, FLORIDA 33130

**ARTICLE IV  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

MARC POSTELNEK, Esq.  
700 South Ocean Blvd. Suite 301  
Boca Raton, FL 33432

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**ARTICLE V**  
**MEMBERS**

The Company shall admit additional members in accordance with the Operating Agreement and Regulations of the Company.

**ARTICLE VI**  
**RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, pursuant to the Operating Agreement and Regulations of the Company.

**ARTICLE VII**  
**DISSOLUTION OF COMPANY**

Upon the death or bankruptcy of a member or upon the occurrence of any other event provided in the Operating Agreement and Regulations of the Company, the Company shall proceed in accordance with the terms of the Operating Agreement and Regulations of the Company. In the event that the Operating Agreement and Regulations of the Company do not address such issues, then the Company shall be dissolved unless the surviving members elect to continue the Company upon the vote of a majority in interest of the members of Company which vote is taken at a duly called meeting of the members or by written consent of said majority in interest of all members of the Company.

**ARTICLE VIII**  
**MANAGEMENT OF THE COMPANY**

The Company shall be managed by the following individual:

MARCELA ADRIANA USBERTI  
60 SW 13th STREET, UNIT 2500.  
MIAMI, FLORIDA 33130

**ARTICLE IX**  
**INDEMNIFICATION**

To the extent permitted by law, the Company shall indemnify and hold harmless each person serving as a manager of the Company, and each person who serves at the request of the Company, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being manager of the Company, or by reason of any action alleged to have been taken or

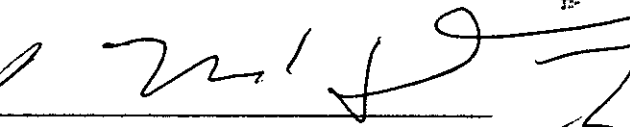
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omitted by him/her as a manager. The Company shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization this 30 day of NOVEMBER, 2010.

  
MARCELA ADRIANA USBERTI, an initial member


  
RICARDO TOMAS NATALE, an initial member

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM  
SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 of the Florida Limited Liability Company Act:

Having been appointed registered agent of VINCI ONE LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated NOVEMBER 30, 2010.

  
MARC POSTELNEK, Esq.  
700 South Ocean Blvd. Suite 301  
Boca Raton, FL 33432

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