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**FLORIDA LIMITED LIABILITY CO.
23 AC Vero LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
23 AC Vero LLC**

The undersigned, being a duly authorized representative of a manager, 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 23 AC Vero LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is as follows:

2828 Coral Way, Suite 303
Miami, Florida 33145

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2828 Coral Way, Suite 303, Miami, Florida 33145 as the street address of the initial registered office of the Company and names Paulo Melo as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until their successors are duly elected and qualified, shall be:

Paulo Melo
Marcos Carvalho
Eduardo Melo
Frederico Melo

ARTICLE V

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 VI

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.

ARTICLE VII

ADDITIONAL MANAGERS

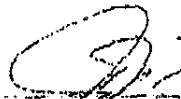
Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, after, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers and Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6th day of December, 2010.



Paulo Molo

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **23 AC Vero 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 6th day of December, 2010.

By: _____

Paulo Melo

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