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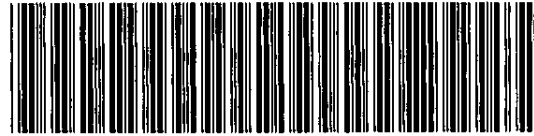
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**EXAMINER**



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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Brazil Real Estate Commercial Properties LLC

Signature \_\_\_\_\_

Requested by: SETH

02/09/11 11:00

Name

Date

Time

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
BRAZIL REAL ESTATE COMMERCIAL PROPERTIES LLC**

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**ARTICLE I  
Name**

The name of the limited liability company is Brazil Real Estate Commercial Properties LLC (hereinafter called the "Company").

**ARTICLE II  
Principal Office**

The mailing address and the street address of the principal office of the Company is 2750 N.E. 185<sup>th</sup> Street, Suite 306, Aventura, Florida 33180.

**ARTICLE III  
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 2750 N.E. 185<sup>th</sup> Street, Suite 306, City of Aventura, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE IV  
Restrictions on Membership and  
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

**ARTICLE V  
Management**

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company's initial manager and his address is:

Louis R. Montello  
2750 N.E. 185<sup>th</sup> Street, Suite 306  
Aventura, Florida 33180

**ARTICLE VI**  
**Indemnification**

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Brazil Real Estate Commercial Properties LLC.

Executed by the undersigned at Aventura, Florida, this 7<sup>th</sup> day of February, 2011.

BRAZIL REAL ESTATE COMMERCIAL PROPERTIES LLC

By: \_\_\_\_\_

Louis R. Montello, As Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Brazil Real Estate Commercial Properties LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.

February 7, 2011

\_\_\_\_\_  
Louis R. Montello,  
Registered Agent