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**FLORIDA LIMITED LIABILITY CO.
Latin American Energy Consultants, LLC**

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**ARTICLES OF ORGANIZATION
OF**

LATIN AMERICAN ENERGY CONSULTANTS, LLC

a Florida limited liability company

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**ARTICLE I
NAME**

The name of this limited liability company is "LATIN AMERICAN ENERGY CONSULTANTS, LLC" (the "*Company*").

**ARTICLE II
MAILING AND STREET ADDRESS**

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

3835 Carolle Court
Miami, Florida 33133

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on the date on which these Articles of Organization are filed with the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT**

The name and address of the initial registered agent of the Company are as follows:

Jeremy S. Sloane, Esq.
Vasallo Sloane, P.L.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

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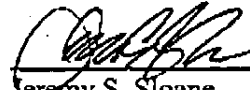
**ARTICLE V
MANAGEMENT**

The Company shall be a manager-managed company. The managers shall be elected from time to time in accordance with the Operating Agreement of the Company in effect from time to time. The initial manager shall be:

Matthew M. Lvoff

**ARTICLE VI
APPLICABLE LAW**

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.



Jeremy S. Sloane
Authorized Representative of Members

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608 of the Florida Statutes.



Jeremy S. Sloane

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