

Feb. 14, 2012 9:39AM

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FLORIDA LIMITED LIABILITY CO.  
SILK COTTON INVESTMENTS, LLC

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**ARTICLES OF ORGANIZATION  
OF  
SILK COTTON INVESTMENTS, LLC**

The undersigned organizer, pursuant to Section 608.407 Florida Statutes, as amended, does hereby adopt the following Articles of Organization for such limited liability company (the "Company").

**ARTICLE I - NAME**

The name of the Limited Liability Company is **Silk Cotton Investments, LLC**, and the street and mailing address of the Company is 11900 Biscayne Blvd., Suite 700, Miami, FL 33181

**ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Company shall be **11900 Biscayne Blvd., Suite 700, Miami, Florida 33181**, and the name of the initial registered agent at that address shall be **Karen A. Caco**.

**ARTICLE III - DURATION**

This Company shall commence its existence on the date these Articles are filed and shall be perpetual and exist until dissolved in a manner provided by law.

**ARTICLE IV - NATURE OF BUSINESS**

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE V - MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore a manager-managed company pursuant to Section 608.422 Florida Statutes. The names and address of the initial managing members/ managers are:

Michael Joseph  
11900 Biscayne Blvd., Suite 700  
Miami, FL 33181

Alvaro Coelho  
11900 Biscayne Blvd., Suite 700  
Miami, FL 33181

The managers are the Company's agent for purposes of carrying on its business in the usual way and the act of the manager(s) in the ordinary course of business binds the company even if performed without actual authority.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

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**ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

**ARTICLE IX - ORGANIZER**

The name and street address of the Organizer to these Articles of Organization is:

Karen A. Caco, Attorney-at-Law  
11900 Biscayne Blvd, Suite 700  
Miami, FL 33181

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Miami, Dade County, Florida on this 1<sup>st</sup> day of February, 2012.

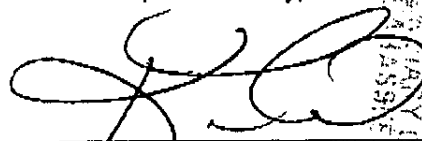


Karen A. Caco, Attorney-at-Law  
Authorized Representative

**ACCEPTANCE**

Having been named to accept service of process for the above Company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608 Florida Statutes.

WITNESS my hand this 1<sup>st</sup> day of February, 2012 at Miami, Dade County, Florida



Karen A. Caco, Attorney-at-law  
Registered Agent

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