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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
Mendes Private Fund, LLC

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**ARTICLES OF ORGANIZATION  
OF  
MENDES PRIVATE FUND, LLC**

These Articles of Organization are hereby adopted and executed by the undersigned authorized representative of a member to form Mendes Private Fund, LLC (the "Company") as a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as follows:

**ARTICLE I.           NAME**

The name of this limited liability company is: Mendes Private Fund, LLC.

**ARTICLE II.           PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Company is: 2655 Le Jeune Road, Suite 500 Coral Gables, FL 33134.

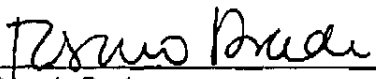
**ARTICLE III.           REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the registered office and registered agent of the Company for service of process in the state are: CorpWiz Registered Agents, Inc., 8750 N.W. 36 Street, Suite 425, Miami, Florida 33178.


**ARTICLE IV.           MANAGEMENT**

The Company is to be manager-managed. The name of the initial manager is: Claudio Costa de Macedo.

The undersigned authorized representative of a member executed these Articles of Organization on June 1, 2012

  
Rosario Prado  
Authorized Representative

*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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

 06/01/12  
CorpWiz Registered Agents, Inc.                      Date  
By: Rosario Prado . Authorized Representative

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