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Division of Corporations

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Florida Department of State
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Email Address: _____

FLORIDA LIMITED LIABILITY CO.
 PANELAS RAMBLAS (USA), LLC.

| | |
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ARTICLES OF ORGANIZATION OF A LIMITED LIABILITY COMPANY

PANELAS RAMBLAS (USA), LLC.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

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TALLAHASSEE, FLORIDA

ARTICLE I Name

The name of the Limited Liability Company is: **PANELAS RAMBLAS (USA), LLC.**

ARTICLE II Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Mr. Nelson E. Velazco Prado
c/o. Ernesto Sanchez, P.A.
1313 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134

ARTICLE III Registered Agent, Registered Office

The name and the Florida street address of the initial registered agent are:

Ernesto Sanchez, P.A.
1313 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134

ARTICLE IV Management

The Limited Liability Company is to be managed by a manager or managers and is therefore a Manager-Managed Company.

Prepared by: *Ernesto Sanchez, Esq. (FL Bar No. 349097)*
Ernesto Sanchez, P.A.
1313 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134

10/18/2012 13:19 3056339696

ARTICLE V Additional Provisions

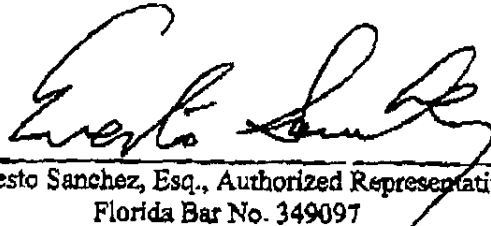
1. Duration. This company shall exist from the date of filing hereof until its termination, as provided by law or the provisions herein.
2. Purpose. This company shall be authorized to transact any and all lawful business authorized by the laws of Florida or of the United States.

ARTICLE VI Managers

The initial Managers of the Company shall be:

| <u>Name:</u> | <u>Address:</u> | <u>Title:</u> |
|------------------------------|--|---------------|
| Nelson Enrique Velazco Prado | c/o Ernesto Sanchez, P.A. 1313 Ponce de Leon Blvd., Suite 301 Coral Gables, FL 33134 | MANAGER |
| Maritza Quezada de Velazco | c/o Ernesto Sanchez, P.A. 1313 Ponce de Leon Blvd., Suite 301 Coral Gables, FL 33134 | MANAGER |

IN WITNESS HEREOF, I, the undersigned, have signed these Articles of Organization as an authorized representative of the Member, and have acknowledged them to be my own act and deed, as of this 17th day of October, 2012.


Ernesto Sanchez, Esq., Authorized Representative
Florida Bar No. 349097

Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)
Ernesto Sanchez, P.A.
1313 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134



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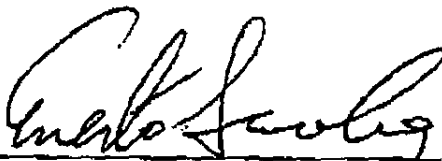
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT
OF

PANELAS RAMBLAS (USA), LLC.

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Dated: October 17, 2012


Ernesto Sanchez, Esq., Registered Agent

Prepared by: Ernesto Sanchez, Esq. (FL Bar No. 349097)
Ernesto Sanchez, P.A.
1313 Ponce de Leon Blvd., Suite 301
Coral Gables, FL 33134