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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H14000224869 3)))



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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
Fax Number : (305) 858-2513

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: cgarcia@gruposaluman.com

**FLORIDA LIMITED LIABILITY CO.
SICASOFT SOLUTIONS LLC.**

EFFECTIVE DATE
10-17-14

Certificate of Status	1
Certified Copy	1
Page Count	15
Estimated Charge	\$160.00

OCT. 24. 2014 11:15AM

RICARDO MARTINEZ

NO. 126 P. 4

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SICASOFT SOLUTIONS LLC.
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

RICARDO MARTÍNEZ-CID
Name of Person

RICARDO MARTÍNEZ-CID PROFESSIONAL ASSOCIATION
Firm/Company

1699 Coral Way, Suite 510
Address

Miami, Florida 33145
City/State and Zip Code

cgarcia@grupocaluman.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RICARDO MARTÍNEZ-CID at (305) 8321950
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|--|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

OCT. 24. 2014 11:15AM

RICARDO MARTINEZ

NO. 126 P. 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

RICARDO MARTINEZ-CID

Page Two

October 23, 2014

Upon filing Articles of Organization, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent and Office, please, provide, via facsimile, a good standing certificate and a certified copy of the Articles of Organization. Thank you for your cooperation.

Sincerely,

Ricardo Martinez-Cid

RMC/ng

SHOULD YOU ENCOUNTER ANY PROBLEMS RECEIVING THIS FAX, PLEASE CALL 305-859-7494

The information contained in this transmission is PRIVILEGED AND CONFIDENTIAL. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect and return the original message to us at the above-address via US Postal Services, we will reimburse you for postage. Thank You.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

OCT. 24. 2014 11:15AM

RICARDO MARTINEZ

NO. 126 P. 2

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

RICARDO MARTINEZ-CID

Professional Association

1699 Coral Way, Suite 510, Miami, Florida 33145-2860

Telephone (305) 859-7494 Facsimile (305) 858-2513

e mail: mtnezcid@aol.com

FACSIMILE TRANSMISSION

Number of pages sent: 16 (including this page)

SEND TO: Florida Department of State/Division of Corporations

VIA: (850) 617 6383

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: October 23, 2014

Gentlemen/Ladies:

The proposed Articles of Organization, and Certificate of Designation of Registered Agent and Office, and the Audit for a Florida limited liability company to be known as SICASOFT SOLUTIONS LLC follow, in full compliance with §605 of the Florida Statutes. Debit my account for the amount of \$160.00, covering the filing fee (\$100.00), the registered agent certificate (\$25.00), a good standing certificate (\$5.00) and one (1) certified copy of the Articles of Organization (\$30.00). The email address to be used for annual reports is cgarcia@grupoaluman.com. PLEASE, note that they are effective five (5) business days before filing. FILING EFFECTIVE NO LATER THAN TODAY IS ESSENTIAL TO MY CLIENT. IF YOU NEED ANY CHANGES, PLEASE, CALL ME AT 305 632 1950, AND I WILL INCORPORATE THEM AND FIRE THEM BACK UPON RECEIPT! THANKS!!!

RECEIVED

14 OCT 24 PM 12:00

Ricardo Martinez-Cid, P.A.

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Miami, Florida 33145-2860

Telephone # (305) 859-7494

Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3



OCT. 24. 2014 11:15AM

RICARDO MARTINEZ 0:22:41 AM PAGE 1/001 NO. 126: Sep. 1r



October 24, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RICARDO MARTINEZ-CID, P.A.

SUBJECT: SICASOFT SOLUTIONS LLC
REF: W14000064761

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H14000224869
Letter Number: 614A00022814

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DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

SICASOFT SOLUTIONS LLC.

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Florida Limited Liability Company is:

SICASOFT SOLUTIONS LLC., hereinafter designated the "Limited Liability Company."

ARTICLE II - Address:

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

SICASOFT SOLUTIONS LLC.
1699 Coral Way, Suite 510,
Miami, Florida 33145.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida address of the registered agent of the Limited Liability Company is Ricardo Martínez-Cid, Esq., of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Ricardo Martínez-Cid, P.A.

1699 Coral Way, Suite 510

Miami, Florida 33145-2860

Telephone # (305) 859-7494

Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

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TALLAHASSEE, FLORIDA

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10-17-14

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

Having been named as registered agent and to accept service of process for 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 in Chapter 605, Florida Statutes.



Ricardo Martínez-Cid

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - Initial Managers and Chief Executive Officer:

The Limited Liability Company will initially have three (3) managers, one (1) elected by each of the initial three (3) Members, to wit: **CARPINTERÍA METÁLICA ALUMAN S.L** a corporation organized under the laws of Spain, **COREMAIN S.L.U**, a corporation organized under the laws of Spain, and **VALORA CONSULTORES DE GESTIÓN S.L**, a corporation organized under the laws of Spain.

Ricardo Martínez-Cid, P.A.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

The number of managers may either increase or diminish from time to time, as established by one hundred (100%) percent of the Members, as provided in the Operating Agreement adopted by the Limited Liability Company, but will never be less than one (1).

While the initial three (3) Members remain the only Members, each will elect one of the three (1 of the 3) Managers, with the initial Manager to also serve as Chief Executive Officer elected by unanimous vote of Members. Thereafter, by the vote of the holders of the Majority of the Membership Interests. The initial managers of the Limited Liability Company are **MANUEL ÁNGEL POSE FALLEIRO**, of Polígono de Sabón, 6-B, 15142 Arteixo, A Coruña, Spain, **LUIS ALFONSO ÁLVAREZ SESTELO**, of Polígono de Costa Vella, Rila de Amio, 128 E-1507, Santiago de Compostela, A Coruña, Spain, and **SENÉN FERREIRO FÁRAMO**, of Calle Paseo de Ronda, 19 E- 15011 A Coruña, Spain. The Chief Executive Officer of this Limited Liability Company shall be elected by the unanimous vote of the Members. **MANUEL ÁNGEL POSE FALLEIRO**, of Polígono de Sabón, 6-B, 15142 Arteixo, A Coruña, Spain, was elected to serve as the initial Chief Executive Officer.

ARTICLE VI - Scope of Managers', Chief Executive Officer and Board of Governance's Authority:

Provided, that, only the Manager-Chief Executive Officer elected by the unanimous vote of the Members, his/her sole signature, or joined by the other managers, or (ii) all managers, acting jointly, after the unanimous vote of all Managers meeting as a Board of Governance may legally bind the Limited Liability Company, each manager shall otherwise exercise the broadest powers granted by law.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

No transferee, lender, or other person will be bound to see to or be liable for the application of the proceeds of any transaction with the Manager-Chief Executive Officer. Subject to and as provided above, the Board of Governance and the Manager-Chief Executive Officer of the Limited Liability Company will have duties similar to those respectively enjoyed by boards of directors and presidents in Florida corporations.

ARTICLE VII - Transferability of Member's Interest:

Except for transfers to members of the Limited Liability Company, membership interest in the Limited Liability Company are subject to preemptive rights; drag-along rights, in favor of the majority member, provided the minority members are given the same price, terms, and conditions as any third party purchaser; and tag along co-sale rights to protect minority members in the event the majority member sells its membership interest, then the minority members(s) pro-rata, if more than one, will have the right to join the transaction and sell its minority membership, and except for transfers to members of the Limited Liability Company, no member will have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the Managers-Officers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

And, it is expressly provided that no member, other than the three (3) initial members will have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - Nature of Business and Purpose:

The Limited Liability Company is organized for all lawful businesses, subject to all required licenses and permits, including without limitation, to:

- a. provide consulting, advisory, management operational and technical assistance services on the design, development, installation, marketing, distribution and maintenance of computer and communications programs and applications to natural or legal persons, public or private, either in the United States of America or abroad; and,
- b. provide consulting, advisory, management operational and technical assistance services on new technology projects and related training to natural or legal persons, public or private, either in the United States of America or abroad; and,

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- c. provide consulting, advisory, management operational and technical assistance services on the design, organization and implementation of training, e-learning developments as well as advertising and communication through Internet to natural or legal persons, public or private, either in the United States of America or abroad; and,
- d. provide consulting, advisory, management operational and technical assistance services on developing R&D projects and engineering in telecommunications, industrial sectors, forestry, agriculture, digital books, environment, quality, and similar fields, to natural or legal persons, public or private, either in the United States of America or abroad; and,
- e. provide consulting, advisory, management operational and technical assistance services on preventing occupational risks, business strategies and organization production and logistics, sustain-ability, Responsible Supply Chain (RSC) and actions of employment and labor intermediation or job-finding to natural or legal persons, public or private, either in the United States of America or abroad; and,
- f. provide consulting, advisory, management operational and technical assistance services on management technical and operational assistance services on management, planning and economic standpoint to natural or legal persons, public or private, either in the United States of America or abroad; and,

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

- g. provide engineering and construction services; development projects and studies; installation of facades and sign making services to natural or legal persons, public or private, either in the United States of America or abroad; and,
- h. participate in lending and public bidding process before municipal, state, or federal authorities and/or before any other entity or organization; and engage in public or private commercial transactions and construction work.
- i. acquire, register, use, commercially exploit, make public, dispose and/or assign; and drawings, copyrights and technologies, including licenses for commercial use or exploitation, extended to processes, improvements and both the main and derivative products; and,
- j. any act of commerce, or contract deemed necessary or convenient for achieving the objectives of this Limited Liability Company; and,
- k. all other lawful businesses, to accomplish any lawful business whatsoever, or which will at any time appear conducive to or expedient for the protection or benefit of the Limited Liability Company and its assets consistent with the terms of its overseas' financing.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H14000224869 3

ARTICLE IX. Effective Date and beginning of Limited Liability Company existence:

The Limited Liability Company's existence will begin and be effective as of five business (5) days prior to the date this Articles of Organization are filed with the Florida Secretary of State.

ARTICLE X - Duration:

The duration of the Limited Liability Company will be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

ARTICLE XI - Dissolution:

The Limited Liability Company will be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

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ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company will be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which will be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization, as agent for its initial three (3) Members: **CARPINTERÍA METÁLICA ALUMAN S.L.**, a corporation organized under the laws of Spain, Spanish Corporate Identification Number B15042286, of Polígono de Sabón, 6-B 15142 Arteixo, A Coruña, Spain, the owner of a 33.3% membership interest in and to the Limited Liability Company, **COREMAIN S.L.U.**, a corporation organized under the laws of Spain, Spanish Corporate Identification Number B15313505, the owner of a 33.3% membership interest in and to the Limited Liability Company, and **VALORA CONSULTORES DE GESTIÓN S.L.**, a corporation organized under the laws of Spain, Spanish Corporate Identification Number B15829443, the owner of a 33.4% in and to the Limited Liability Company.

Ricardo Martínez-Cid, P.A.

1699 Coral Way, Suite 510

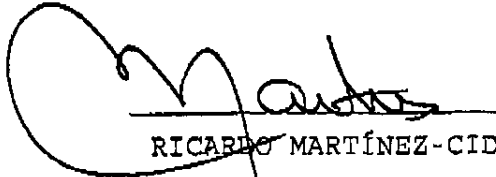
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RICARDO MARTÍNEZ-CID

Signature of an authorized representative of a member.

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155, Florida Statutes)

RICARDO MARTÍNEZ-CID

Typed or printed name of signee

Ricardo Martínez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
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MIAMI-DADE COUNTY)
CITY OF MIAMI) S.S.
STATE OF FLORIDA)

I HEREBY CERTIFY that on this day, Ricardo Martínez-Cid, appeared before me, under oath, and he acknowledged before me that he executed the foregoing document, for the purposes therein expressed, and he is either known to me or produced his Florida driver's license, for identification purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Miami, Florida, on this October 23, 2014.



Notary Public / State of Florida

LISA HILL LUX

(Name of Notary Public)



Ricardo Martínez-Cid, P.A.
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SICASOFT SOLUTIONS LLC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

1. The name of the Florida Limited Liability Company is:
SICASOFT SOLUTIONS LLC., hereinafter designated the
"Limited Liability Company."
2. The name and the Florida street address of the registered
agent of the Limited Liability Company is:

Ricardo Martinez-Cid
1699 Coral Way, Suite 510
Miami, Florida 33145.

Having been named as registered agent and to accept service of process for the 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 in Chapter 605, Florida Statutes.



Ricardo Martinez-Cid

Ricardo Martinez-Cid, P.A.

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