



THE UNITED STATES
CORPORATION
COMPANY

L98000001294

ACCOUNT NO. : 072100000032

REFERENCE : 895450 7139083

AUTHORIZATION :

Patricia Kyzut

COST LIMIT : \$ 337.50

ORDER DATE : July 17, 1998

ORDER TIME : 4:16 PM

ORDER NO. : 895450-005

CUSTOMER NO: 7139083

CUSTOMER: Mr. Eddie Gonzalez
LARREA & ORTEGA
ATTORNEYS AT LAW
Suite 111
2300 Coral Way
Miami, FL 33145

300002602333--D

DOMESTIC FILING

NAME: PROACTIVA TRADING LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 PM 3:51

2300 Coral Way
Suite 111
33145
7/30/98

RECEIVED
98 JUL 30 AM 9:05
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION OF PROACTIVA TRADING LLC.

FILED
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DIVISION OF CORPORATIONS
98 JUL 30 PM 3:52

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is PROACTIVA TRADING LLC.
2. Duration. The limited liability company shall dissolve on the earlier of January 1, 2048, or upon the occurrence of any of the events specified in Florida Statutes Section 608.441.
3. Mailing Address and Street Address. The Company's mailing and street address is: **P.O. Box 49-1183, Key Biscayne, Florida 33149.** (Street address is 2300 Coral Way, Suite 103, Miami, FL 33145.)
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES.** The street address of the initial registered agent of the Company is **2300 Coral Way, Suite 103, Miami, Florida 33145.**
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following persons will initially be the managing members:

Name and Address:

Victor Gerardo Gariboldi

**P.O. Box 49-1183
Key Biscayne, Florida 33149**

Andrea Veronica Monzani

**P.O. Box 49-1183
Key Biscayne, Florida 33149**

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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of July 14, 1998.



**Victor Gerardo Gariboldi
Co-Managing Member**



**Andrea Veronica Monzani
Co-Managing Member**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

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The undersigned members or authorized representative of a member
PROACTIVA TRADING LLC. depose and say:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$1,000.00; and
no property has been contributed by the members; and
- 3) the total amount of cash or property anticipated to be contributed by members is
\$1,000.00.



Victor Gerardo Gariboldi
Co-Managing Member



Andrea Verónica Monzani
Co-Managing Member

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

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:


PROACTIVA TRADING LLC.

2. The name and address of the registered agent and office is:

**Dade Corporate Services
2300 Coral Way, Suite 103
Miami, Florida 33145**

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.

DADE CORPORATE SERVICES
Registered Agent


Aileen Ortega, Vice-President
President

7/15/98
(Date)