

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32309
(850) 224-8870 • (800) 32-8062 • Fax (850) 222-2222

L 9900000981

Ushuaia, LLC

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-02/19/99--01024--001
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DIVISION OF CORPORATION

L 99-981

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

Signature

Requested by: *[Signature]* Date: *2/19* Time: *9:19*
Name: _____ Will Pick Up: _____
Walk-In: _____

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Art of Inc. File	_____
LTD Partnership File	_____
Foreign Corp. File	_____
L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
Art. of Amend. File	_____
RA Resignation	_____
Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
Cert. Copy	_____
Photo Copy	_____
Certificate of Good Standing	_____
Certificate of Status	_____
Certificate of Fictitious Name	_____
Corp Record Search	_____
Officer Search	_____
Fictitious Search	_____
Fictitious Owner Search	_____
Vehicle Search	_____
Driving Record	_____
UCC I or J File	_____
UCC II Search	_____
UCC II Retrieval	_____
Counter	_____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

CAPITAL CONNECTION

SUBJECT: USHUAIA, LLC
Ref. Number: W99000004254

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We have received your document for USHUAIA, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 099A00007644

Corrected

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is USHUAIA, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is
1313 El Rado Street, Coral Gables, Florida 33134.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual. The date on which
this limited liability company shall commence is the date on which these Articles are filed with the
Secretary of State.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of
the managing members are:

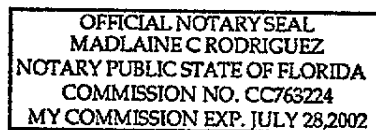
CONNEX MIAMI, INC., a Florida corporation
100 Lincoln Road
Suite 934
Miami Beach, Florida 33139

THOMAS RUSIN
Kolpingstr.8
4600 Wels
Austria

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Joseph Puehringer, President of Connex Miami, Inc.,
a Florida corporation, as Managing Member

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STATE OF FLORIDA



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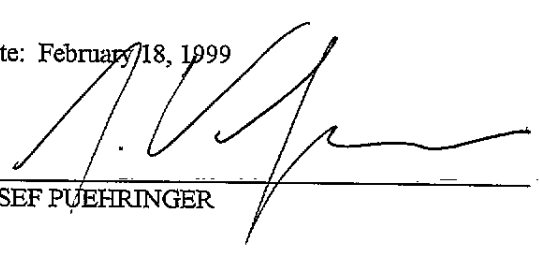
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT INDESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability Company is: USHUAIA, LLC
2. The name and address of the registered agent and Office is: Josef Puehringer
1313 El Rado Street
Coral Gables, Florida 33134

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.

Date: February 18, 1999

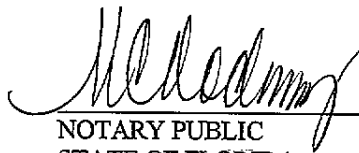

JOSEF PUEHRINGER

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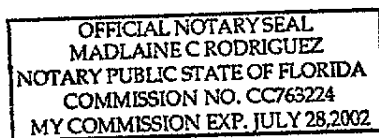
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Certificate of Designation was acknowledged before me by Joesf Puehringer, as President of CONNEX MIAMI, INC., a Florida corporation, who is personally known to me, this 18th day of February, 1999.

My commission expires:



NOTARY PUBLIC
STATE OF FLORIDA

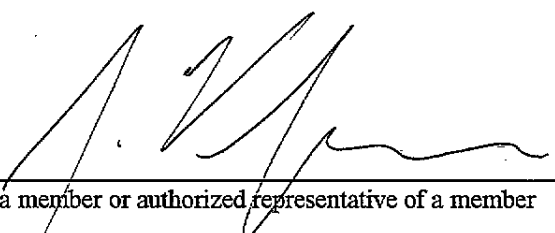


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of USHUAIA, LLC
deposes and says:

1. the above named limited liability company has at least two members
2. the total amount of cash contributed by the member(s) is \$304,952.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.00
A description of the property is attached and made a part hereto.
4. the amount of cash or property anticipated to be contributed by member(s) is \$797,048.00
5. the total amounts of 2, 3 and 4 is 1,102,000.00



Signature of a member or authorized representative of a 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.)

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STATE OF FLORIDA)

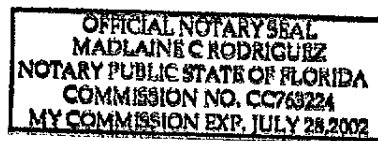
) SS:

COUNTY OF DADE)

The foregoing Affidavit of Membership and Contributions was acknowledged before me by Joesf Puehringer, as President of CONNEX MIAMI, INC., a Florida corporation, who is personally known to me, this 18th day of February, 1999.

My commission expires:

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STATE OF FLORIDA



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