Division of Corporations

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Division of Corporations

Fax Number : (850)922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)541-3694 Fax Number : (305)541-3770

# LIMITED LIABILITY COMPANY

a america holdings, llc

Certificate of Status	0	Daniel Co.
Certified Copy	1	2
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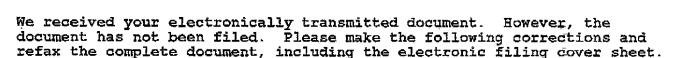
#### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 5, 1999

STEVEN B. NATURMAN, ESQ. NATURMAN & JOBLOVE, P.A. 9500 S. DADELAND BLVD., SUITE 610 MIAMI, FL 33156

SUBJECT: A AMERICA HOLDINGS, LLC

REF: W99000010537



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Cathy Mitchell Corporate Specialist FAX Aud. #: H99000010743 Letter Number: 299A00024513 DIVISION OF CORPORATIONS

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# (4)

#### ARTICLES OF ORGANIZATION OF GAIRA LLC

Pursuant to the appropriate provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, the undersigned limited liability company, GAIRA LLC (the "Company") adopts the following Articles of Organization by unanimous consent of all members entitled to vote on this matter.

#### ARTICLE L- NAME

The name of the Company is GAIRA LLC.

#### ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

#### ARTICLE (I) - DURATION

The Company shall exist perpetually unless sooner dissolved by the members

## ARTICLE IV - ADDRESS

The mailing and street address of the Company is 2305 NW 107th Avenue ... Williami, FL 33172.

#### ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the name and addresses of the managing member is:

Carlos del Corral 2305 NW 107th Avenue Miami, FL 33172

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions are that the members must unanimously approve the admission of additional members and the terms under which they will be admitted.

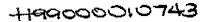
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Prepared by: Steven H. Naturman, Esq. Naturman & Joblove, P.A. 9500 S. Dadeland Blvd., Ste. 610 Miami, Florida 33156 (305) 670-8353 Florida Bar No. 709920

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### ARTICLE VIL-MEMBERS' RIGHTS TO CONTINUE BUSINESS

Should there be any remaining members of the Company, they can continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the terms and conditions as provided in the Company Regulations.

#### ARTICLE VIII - REGISTERED AGENT

The Registered Agent of the Company is Carlos del Corral, 2305 NW 107th Avenue, Miami, FL 33172:

#### ARTICLE IX - MEMBER PROPERTY

Private property of the members shall not be subject to the payment of the Company's debts.

**GAIRA LLC** 

Carlos del Conal, Member

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of GAIRA LLC (the "Company") depose and say:

- 1. The Company has one (1) member.
- The total amount of cash contributed by the member is as follows:

Carlos del Corral: \$100.00

3. The agreed value of the property other than cash contributed by the

members is:

Carlos del Corral: \$0

4. The total amount of cash or property anticipated to be contributed by the

members is \$100.00. This total includes amounts from 2 and 3 above.

Bv:

Carlos del Corral, Member

The execution of this affidavit is made in accordance with Fia. Stat. § 608-408(3) and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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DIVISION OF CORPORATIONS