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LIMITED LIABILITY COMPANY

INTERAMERICAS ADVISERS L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 1999

MORGAN, LEWIS & BOCKIUS LLP

SUBJECT: INTERAMERICAS ADVISERS L.L.C.
REF: W99000011147

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

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The registered agent must sign accepting the designation.

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) 487-6025.

Cathy Mitchell
Corporate Specialist

FAX Aud. #: H99000011396
Letter Number: 199A00026087

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

INTERAMERICAS ADVISERS L.L.C.

ARTICLE II - Address:

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

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, FL 33131

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

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

NameAddress

Robert M. Koffler

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, FL 33131

Dario Pedrajo

Same as above

Mark Smith

Same as above

Prepared by:

Ethan W. Johnson, Esq.
Morgan, Lewis & Bockius LLP
200 S. Biscayne Blvd., Suite 5300
Miami, Florida 33131
(305) 579-0300
Florida Bar # 0850233

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Marcello Correa

Same as above

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: (i) the members may admit to the Company additional members who will participate in the profits, losses, available assets, and ownership of the assets of the Company on such terms as are determined by all of the members, and (ii) such additional members shall be allocated income, gain, loss, deduction or credit, available assets, profits and losses in accordance with this article or other such terms agreed upon by the members at the time such consent is given. (i) and (ii) shall be further governed by the terms and conditions set forth in the regulations of the Company.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The Company shall continue if the remaining members unanimously consent to the continuation of the business of the Company. This provision shall be further governed by the terms and conditions set forth in the regulations of the Company.

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ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member of INTERAMERICAS ADVISERS L.L.C. certifies:

- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 1.00;
- 3) if any, the agreed value of property other than cash contributed by the members is (A description of the property is attached and made part hereto); and \$ 0;
- 4) the total amount of cash and property contributed and anticipated to be contributed by the members is \$ 1.00.



Signature of a member or an 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.)

Robert M. Koffler

Filing Fee: \$250.00 for Articles and Affidavit

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

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

The name of the limited liability company is: **INTERAMERICAS ADVISERS L.L.C.**

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

Ethan W. Johnson, Esq.
5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, FL 33131

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.


Signature

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