

Division of Corporations

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LIMITED LIABILITY COMPANY

SOC Capital America, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 1999

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

SUBJECT: SOC CAPITAL AMERICA, L.L.C.
REF: W99000015577

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.

The Affidavit must include a statement that the company has at least one MEMBER, do not refer to the Managers.,

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) 487-6967.

Michelle Hodges
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
SOC CAPITAL AMERICA, L.L.C.**

I, the undersigned authorized representative of the Members, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be:

SOC CAPITAL AMERICA, L.L.C.

**ARTICLE II
ADDRESS**

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

2532 Okeechobee Boulevard
West Palm Beach, Florida 33404.

**ARTICLE III
DURATION**

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

**ARTICLE IV
MANAGEMENT**

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Managers, and the name and address of the Managers are:

Name

Jean Phillippe Assuid

Street Address

10365 Sail Place
Boca Raton, FL 33498

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Manuel Farach, Esquire (Florida Bar No. 612138)
Nason, Yeager, Gerson, White & Liocc, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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Sharon Sumner

115 W. Palm Avenue
Lake Worth, FL 33467

Olivier Hanoun

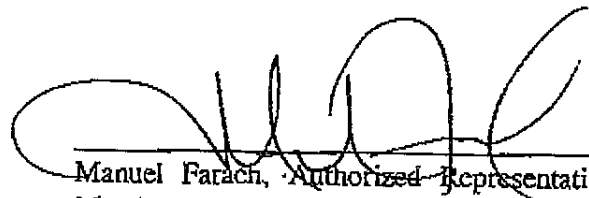
10248 Canoe Brook Circle
Boca Raton, Florida 33498.

ARTICLE V

MEMBERS RIGHT TO CONTINUE BUSINESS

In the event of the death, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company will be continued by unanimous consent of the remaining Members at a special meeting of Members called for such purpose, for which the Manager will give notice to all Members promptly after learning of such event.

IN WITNESS WHEREOF, the undersigned authorized representative of the Manager has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 2nd day of July, 1999.



Manuel Farach, Authorized Representative of its
Members

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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 A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

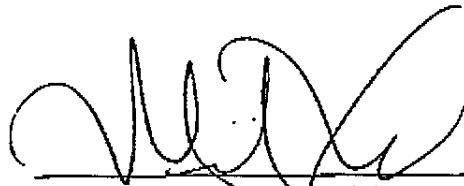
1. The name of the Limited Liability Company is:

SOC CAPITAL AMERICA, L.L.C.

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

Manuel Farach
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



Manuel Farach, Registered Agent

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Manuel Farach, Esquire (Florida Bar No. 612138)
Nason, Yeager, Gerson, White & Liocc, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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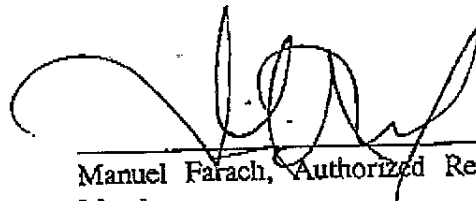
**AFFIDAVIT OF MANAGERSHIP AND CONTRIBUTIONS OF
SOC CAPITAL AMERICA, L.L.C.**

The undersigned authorized representative of the Members of SOC CAPITAL AMERICA, L.L.C. deposes and says:

1. The above named limited liability company has at least one Member;
2. The total amount of cash contributed by each of its Members is \$100.00;
3. If any, the agreed value of property other than cash contributed by its Members is \$0.00;
4. The amount of cash or property anticipated to be contributed by its Members is \$ 0.00;
5. The total amount of 2, 3 and 4 is \$100.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are true.

Dated: July 2, 1999



Manuel Farach, Authorized Representative of its
Members

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Manuel Farach, Esquire (Florida Bar No. 612138)
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