

199000007970



ACCOUNT NO. : 072100000032

REFERENCE : 475682 7197459

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 125.00

ORDER DATE : November 9, 1999

ORDER TIME : 10:22 AM

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ORDER NO. : 475682-005

CUSTOMER NO: 7197459

CUSTOMER: Mr. Sebastian Alegett  
MR. SEBASTIAN ALEGRETT  
MR. SEBASTIAN ALEGRETT  
150 Rosales Court

Miami, FL 33143

DOMESTIC FILING

NAME: RED SKY CAPITAL, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
99 NOV 19 PM 12:54 99 NOV 19 PM 3:13  
FILED  
W 11/19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

RED SKY CAPITAL, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 150 Rosales Court, Coral Gables, Florida 33143.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Member:

Sebastian Alegrett

150 Rosales Court  
Coral Gables, Florida 33143

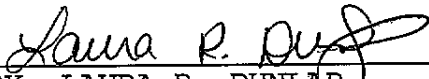
Claudia Alegrett

Same As Above

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned authorized representative of a member of  
RED SKY CAPITAL, LLC hereby executes these articles of  
organization on this 10TH Day of NOVEMBER 1999.

CORPORATION SERVICE COMPANY

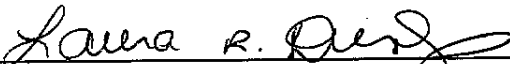
  
BY: LAURA R. DUNLAP  
as its agent as authorized  
representative of  
Corporation Service Company

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
Limited Liability Company named above, and having been  
designated as the registered agent in the above and  
foregoing articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 608.415 or  
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Laura R. Dunlap

Dated: November 10, 1999

JLZ

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of RED SKY CAPITAL, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this  
day of *November 17*, 1999.

*Claudia Alegrett*  
WITNESS

*Claudia Alegrett*  
TYPED OR PRINTED NAME

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
TYPED OR PRINTED NAME

*Sebastian Alegrett*  
SIGNATURE  
SEBASTIAN ALEGRETT  
TYPED OR PRINTED NAME

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CLERK OF STATE  
TALLAHASSEE FLORIDA