

FROM : JIM SIERRA & ASSOC  
Division of Corporations

FAX NO. : 305-271-4422

Jun. 27 2006 10:06AM P9

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Florida Department of State  
Division of Corporations  
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From:  
Account Name : JIM SIERRA & ASSOCIATES  
Account Number : 110677000356  
Phone : (305) 271-7310  
Fax Number : (305) 271-4422

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CANJI INVESTMENT GROUP, LLC**

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FAX NO. : 305-271-4422

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**ARTICLES OF ORGANIZATION OF** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CANJI INVESTMENT GROUP, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608-Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be: **CANJI INVESTMENT GROUP, L.L.C.** and its principal office and mailing address shall be located at: **5550 SW 87<sup>th</sup> AVENUE MIAMI, FL 33165** but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

Prepared By:  
Jim Sierra & Associates  
5550 SW 87<sup>th</sup> Ave.  
Miami, FL 33165  
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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III**  
**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

Management of this limited liability company is reserved to its member, whose name and address is as follows:

Name and address:

- 1- JOSE GABRIEL CANO HERNANDEZ - DIRECTOR  
CARRERA 14 NO. 94A-24 OFICINA 206 BOGOTA, COLOMBIA
- 2- CLARA INES JIMENEZ RODRIGUEZ - DIRECTOR  
CARRERA 14 NO. 94A-24 OFICINA 206 BOGOTA, COLOMBIA
- 3- ANDREA CANO JIMENEZ - DIRECTOR  
CARRERA 14 NO. 94A -24 OFICINA 206 BOGOTA, COLOMBIA

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- 4- JOSE GABRIEL CANO JIMENEZ – DIRECTOR  
CARRERA 14 NO. 94A -24 OFICINA 206 BOGOTA, COLOMBIA
  
- 5- CANO JIMENEZ CONCESIONES S.A. – DIRECTOR  
CARRERA 14 NO. 94A-24 OFICINA 206 BOGOTA, COLOMBIA

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$ 900.00 cash shall be paid to the limited liability company by Jose Gabriel Cano Hernandez (18%) and \$ 750.00 by Clara Ines Jimenez Rodriguez (15%) and \$ 400.00 by Andrea Cano Jimenez (8%) and \$ 400.00 by Jose Gabriel Cano Jimenez (8%) and \$ 2550.00 (51%) by Cano Jimenez Concesiones S.A. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. In the event there is more than one member in the future, members will make contributions in equal shares.

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**ARTICLE VII**  
**PROFIT AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of the conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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FROM : JIM SIERRA & ASSOC

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Jun. 27 2006 10:08AM P15

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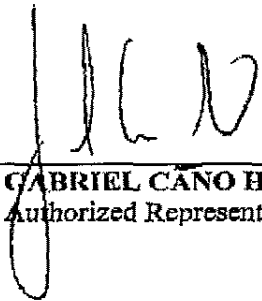
**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office and mailing address of the initial registered office of the limited liability company is: 5550 SW 87<sup>th</sup> AVENUE MIAMI, FL 33165 and the name of the company's initial registered agent at that address is: JIM SIERRA.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of: **CANJI INVESTMENT GROUP, L.L.C.**

Executed by the undersigned at: 5550 SW 87<sup>th</sup> AVENUE  
MIAMI, FL 33165

April 27, 2006



**JOSE GABRIEL CÁNO HERNANDEZ**  
Authorized Representative

Prepared By:  
Jim Sierra & Associates  
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Miami, FL 33165  
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**Statement Designating Registered Agent And Office**

State of Florida  
County of Dade

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: **CANJI INVESTMENT GROUP, L.L.C.** The name of the registered agent for **CANJI INVESTMENT GROUP, L.L.C.** is **Jim Sierra**, and the street address of the company's principal office where the agent is located is: **5550 SW 87<sup>th</sup> Avenue Miami, FL 33165.**

This statement is to acknowledge that, as indicated above, **CANJI INVESTMENT GROUP, L.L.C.**, has appointed me, **Jim Sierra**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: April 27, 2006



*Jim Sierra*  
Jim Sierra - Registered Agent

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