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LIMITED LIABILITY COMPANY

INVERSIONES M.R., L.L.C.

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ARTICLES OF ORGANIZATION OF
INVERSIONES M.R., L.L.C.

Translations: investments M.R., 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 INVERSIONES M.R., L.L.C., and its principal office and mailing address shall be located at 9200 S. Dadeland Blvd., Suite 603, Miami, FL 33156, County of Miami-Dade, State of Florida, 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.
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

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

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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 all members.

On the death, retirement, resignation, 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 \$1,000.00 cash shall be paid to the limited liability company by the two members in the following amounts: Miroslava Rumenoﬀ \$800.00 (80%), and Carmen de Rumenoﬀ \$200.00 (20%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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ARTICLE VII
PROFITS 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 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.

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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.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

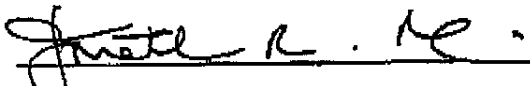
The office and mailing address of the initial registered office of the limited liability company is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, County of Miami-Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.


The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of INVERSIONES M.R., L.L.C.

Executed by the undersigned at 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, March 22, 2000.


Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this March 22, 2000 by Andrew Cuevas, Esq., on behalf of INVERSIONES M.R., L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


[Notary's signature]

 Jonathan R Rubin
My Commission CC073023
Expires October 30, 2003

My commission expires: _____

00 MAR 23 PM 2:00
INVERSIONES

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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 INVERSIONES M.R., L.L.C.

The name of the registered agent for INVERSIONES M.R., L.L.C. is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156.


This statement is to acknowledge that, as indicated above, INVERSIONES M.R., L.L.C., has appointed me, Andrew Cuevas, Esq., 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: March 22, 2000



Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this March 22, 2000 by Andrew Cuevas, Esq., agent on behalf of INVERSIONES M.R., L.L.C., a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.



Signature of Notary

My commission expires: _____



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Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407