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ACCOUNT NO. : 072100000032

REFERENCE : 663542 92490A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : April 14, 2000

ORDER TIME : 2:44 PM

ORDER NO. : 663542-015

CUSTOMER NO: 92490A

600003209966--9

CUSTOMER: Mr. Fernando Socol
VAZQUEZ & HESS LLP
VAZQUEZ & HESS LLP
Suite 802
601 Brickell Key Drive
Miami, FL 33131

FILED
00 APR 14 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MAGIC ANDES, 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
00 APR 14 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L00-4341
04-17
[Handwritten initials and stamps in a grid format]

ARTICLES OF ORGANIZATION OF **MAGIC ANDES, LLC**
LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **MAGIC ANDES, LLC**

ARTICLE II — Address:

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

601 Brickell Key Drive, Ste. 802, Miami, FL 33131

ARTICLE III — Duration:

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

ARTICLE IV — Management:
(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members are:

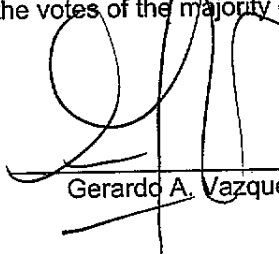
Gerardo A. Vazquez, MGRM
601 Brickell Key Drive, Suite 802
Miami, Florida 33131

ARTICLE V — Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of the Members.

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, resignation, 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 determined by the votes of the majority of the members as of the date of specified event (as described herein).



Gerardo A. Vazquez, Esq. (as authorized representative)

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TALLAHASSEE, FLORIDA

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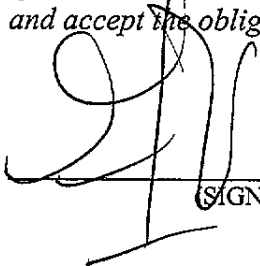
**CERIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBM,IT'S THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability Company is: MAGIC ANDES, LLC
2. The name and address of the registered agent and Office is:

GERARDO A. VAZQUEZ
601 BRICKELL KEY DRIVE, SUITE 802
MIAMI, FL 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the designated place 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)

4/12/00

(DATE)

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TALLAHASSEE, FLORIDA