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LAW OFFICES OF

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 450 SUITE 450 INTERNATIONAL CENTRE
ONE SOUTH THE THIRD AVENUE
MIAMI, FLORIDA 33131

ASSOCIATED OFFICE:

B'KELNEK Y ASOCIADOS, S.C.
RIO DANUBIO No. 69 - 5º PISO
COLONIA CUAUHTEMOC, C.P. 06500
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TELEPHONE: (305) 539-0000
TELECOPIER: (305) 539-0013
E-MAIL: schifflaw@aol.com

May 3, 2000

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

700003258127--7
-05/18/00--01120--020
****346.25 ****160.00

Re: Peter M. Booth / ESG America, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization and two Affidavits of Membership, along with our check in the amount of \$346.25 representing your fee for the filing fee, Registered Agent Designation, Certified Copy of Articles of Organization and a Certificate of Status for the Limited Liability Company, as well as our stamped, self-addressed envelope for you to return to the undersigned the required certificates.

Of course, if you should have any questions or require anything further, please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

FILED
00 JUN -8 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MS/ine
Encl.
cc:

Mr. Peter M. Booth

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Exhibit	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Modifier	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

L00-6716



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

MICHAEL SCHIFFRIN
ONE SOUTHEAST THIRD AVENUE, SUITE 1450
MIAMI, FL 33131

SUBJECT: ESG AMERICA, L.L.C.
Ref. Number: W00000013424

We have received your document for ESG AMERICA, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The articles of organization must be signed by a authorized representativenot organizer.,

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 000A0002964

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -8 PM 4: 20

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LAW OFFICES OF
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.
SUITE 1450 - SUNTRUST INTERNATIONAL CENTRE
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE: (305) 539-0000
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E-MAIL: schiffaw@aol.com

June 7, 2000

ASSOCIATED OFFICE:
B'KELNEK Y ASOCIADOS, S.C.
RIO DANUBIO No. 69 - 5º PISO
COLONIA CUAUHTEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: 011-525-511-11-65
TELECOPIER: 011-525-533-50-74

Ms. Tammy Cline, Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: **Peter M. Booth / ESG America, L.L.C.**

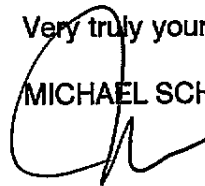
Dear Ms. Cline:

Enclosed please find the original and one copy of the *Articles of Organization for Florida Limited Liability Company* and the *Certificate of Designation of Registered Agent/Registered Office*, along with a copy of your May 24, 2000 letter wherein you confirm receipt of our check in the amount of \$346.25. Please return the Certified Copy of Articles of Organization and a Certificate of Status for the Limited Liability Company in the stamped, self-addressed envelope provided for your convenience.

Of course, if you should have any questions or require anything further, please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.



MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.
cc:

Mr. Peter M. Booth

FILED
00 JUN - 8 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is: ESG AMERICA, L.L.C.

ARTICLE II
ADDRESS

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

10500 San Remo
Suite 203
Coral Gables, Florida 33146

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent for the Limited Liability Company are:

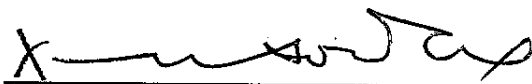
Michael Schiffrin, Esquire
Suite 1450 - SunTrust International Center
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certification, 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 as provided for in Chapter 608, F.S.

ARTICLE IV
MANAGEMENT (CHECK BOX IF APPLICABLE)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)



Signature of a member or an authorized representative of a member

PETER M. BOOTH

Printed or Typed Name of Signee

JUNE 05, 2000

(Date)

FILED
JUN - 8 PM 4: 2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEES:

FILING FEE FOR ARTICLES OF ORGANIZATION - \$ 100.00
DESIGNATION OF REGISTERED AGENT - \$ 25.00
CERTIFIED COPY (OPTIONAL) - \$ 30.00
CERTIFICATE OF STATUS (OPTIONAL) - \$ 5.00

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. §608.415 or §608.507, **E.S.G. AMERICA, L.L.C.**, a 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 Company is: E.S.G. AMERICA, L.L.C.
2. The name and street address of the Registered Agent in Florida is: Michael Schiffrin, Esq., Michael Schiffrin & Associates, P.A., Suite 1450 - SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131.

The undersigned, being the person named in the Articles of Organization of **ESG America, L.L.C.** as the Registered Agent of the Company hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his/her duties and is familiar with and accepts the obligations of the position of Registered Agent.

DATED this 13 day of March, 2000.



MICHAEL SCHIFFRIN, ESQ.
Michael Schiffrin & Associates, P.A.
Suite 1450 - SunTrust Int'l Center
One Southeast Third Avenue
Miami, Florida 33131

FILED
00 JUN -8 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA