

Diego L. Restrepo, JD, CPA

Member:
American Bar Association
Florida Bar Association

Brickell Biscayne Bldg.
150 S.E. 25th Road
Suite 12-D
Miami, Florida 33129

Member:
American Institute of Certified
Public Accountants
Florida Institute of Certified
Public Accountants

Telephone: (305) 858-4130
Telefax: (305) 854-5517
E-Mail: dr6910@bellsouth.net

April 17, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclose please find the Articles of Organization together with a copy of said articles for **Gates Investments LLC**. Enclosed please find a check in the amount of \$125.00 dollars.

Please send the certificate together with a copy of the stamped articles to the following address:

Diego L Restrepo
150 S.E. 25th Road, Suite 12-D
Miami, Florida 33129

600003453806--0
-11/06/00-01127--008
****125.00 ****125.00

Thank you in advance for your cooperation and should you have any questions please contact me at 305-858-4130, or via fax at 305-854-5517, or via E-mail dr6910@bellsouth.net.

Sincerely,

Diego Restrepo
Diego L Restrepo

L00-13770
QR

FILED
NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GATES INVESTMENTS LLC**

ARTICLE I

NAME

The name of this limited liability company is **GATES INVESTMENTS LLC** referred to in these Articles of Organization as the "Company".

ARTICLE II

The principal office and mailing address of the Company shall be:

5443 N.W. 94th Doral Pl
Miami, FL 33178-2033

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2039. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office shall be Diego L. Restrepo. The initial registered agent for the Company at that address shall be 150 S.E. 25th Road, Suite 12-D, Miami, FL 33129.

Prepared by:
Diego L. Restrepo,
Attorney at Law
150 S. E. 25th Road, Suite 12-D
Miami, FL 33129
Phone: (305) 858-4130
Fax: (305) 854-5517

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TALLAHASSEE, FLORIDA

ARTICLE V

MANAGEMENT BY MANAGERS

The Company will be managed by a manager and the name and address of such Manager is:

Alexandre Hebra
5443 N.W. 94th Doral Pl
Miami, FL 33178-2033

ARTICLE VI

ADMISSION OF NEW MEMBERS

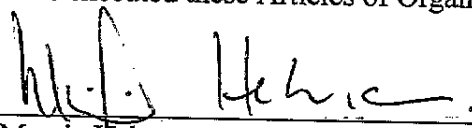
The Company may admit new members only upon the consent of the remaining members.

ARTICLE VII

MEMBERS RIGHT TO CONTINUE BUSINESS

The members of the Company shall have the right 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 Company provided that in no event shall the business continue after December 31, 2039 (unless such date is postponed by articles of amendment) and provided that the Company shall always have at least two members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 17th day of April, 2000.



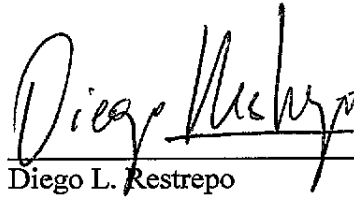
Marcia Hebra

FILED
09 NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **GATES INVESTMENTS LLC** at the place designated in the Articles of Organization, 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.

DATED: April 17, 2000

A handwritten signature in dark ink, appearing to read "Diego Restrepo", is written over a horizontal line.

Diego L. Restrepo

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09 NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA