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WALROTH-SADURNI, P.A.
OF COUNSEL TO
SANDLER, TRAVIS & ROSENBERG, P.A.
ATTORNEYS & FOREIGN LAW CONSULTANTS
MIAMI MEXICO D.F.

STEPHEN P. WALROTH-SADURNI, J.D.
ADMITTED IN FLORIDA

MJH

Miami, Florida; 8 December 2000

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

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***125.00 ***125.00

Re: Articles of Organization: Multiabastos Comercio Exterior, L.L.C.

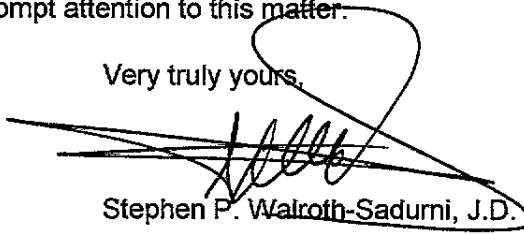
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization of **Multiabastos Comercio Exterior, L.L.C.**, a Florida *Limited Liability Company*. We would appreciate your filing of these and sending us a certified copy with the applicable filing information in the enclosed self-addressed, stamped envelope. We are enclosing our firm's check in the amount of \$125.00 to cover the following costs:

Filing Fee	\$100.00
Registered Agent Fee	<u>25.00</u>
Total	\$125.00

Thank you for your prompt attention to this matter.

Very truly yours,


Stephen P. Walroth-Sadurni, J.D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 14 PM 2: 57

Enclosures (as noted).
SPWS:mj

**ARTICLES OF ORGANIZATION
OF
MULTIABASTOS COMERCIO EXTERIOR, L.L.C.**

The undersigned member hereby executes and acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida:

**ARTICLE I
Name**

The name of this Limited Liability Company shall be:

MULTIABASTOS COMERCIO EXTERIOR, L.L.C.

**ARTICLE II
Existence and Period of Duration**

In accordance with Section 608.409, Florida Statutes, the existence of this Limited Liability Company shall commence on the date these Articles of Organization are filed by the Department of State after subscription and execution. The duration of this Limited Liability Company thereafter shall be perpetual.

**ARTICLE III
Address**

The initial *street address* of the principal office of the Limited Liability Company shall be located at:

300 Biscayne Boulevard Way
Suite 1014
Miami, Florida 33131
Tel. (305) 381 8880

00 DEC 14 PM 2:57
FLTD
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

The initial *mailing address* of the principal office of the Limited Liability Company shall be:

300 Biscayne Boulevard Way
Suite 1014
Miami, Florida 33131
Tel. (305) 381 8880

ARTICLE IV
Registered Office and Registered Agent

The initial registered office of this Limited Liability Company shall be located at The Waterford, 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126; and the initial Registered Agent of this Limited Liability Company at such office shall be **Stephen P. Walroth-Sadurní**. This Limited Liability Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V
Admission of Additional Members

The Members of this Limited Liability Company shall have the right to admit new Members upon the affirmative vote of TWO THIRDS (2/3) of the existing Members, and the payment of any consideration deemed appropriate for the capital or equity interest required of the additional Member.

ARTICLE VI
Incapacity of a Member

The remaining Members of this Limited Liability Company shall have the right to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion,

bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of said Member, or until its successor is elected and qualifies.

ARTICLE VII


Management of the Limited Liability Company

Pursuant to Florida Statute § 608.407 (1) (g) (1), the management of this Limited Liability Company is to be entrusted and performed by Managers. The initial Managers of this Limited Liability Company are:

<u>Name</u>	<u>Address</u>
Gerardo Medina Quintanar	300 Biscayne Boulevard Way Suite 1014 Miami, Florida 33131
V. A. Rogelio Aguirre Cerecero	300 Biscayne Boulevard Way Suite 1014 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Organization for the uses and purposes therein stated.

NOV 27 2000



Gerardo Medina Quintanar
as Authorized Representative **

STATE OF FLORIDA United Mexican States
 Federal District
 City of Mexico }
COUNTY OF DADE Embassy of the United }
 States of America } ss:

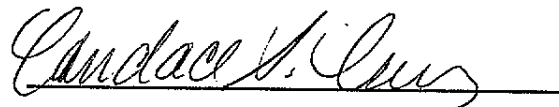
BEFORE ME, the undersigned authority, on this ___ day of November, 2000, personally appeared **Gerardo Medina Quintanar** who is

___ to me well known to be the person described in and who signed the foregoing Articles of Organization; or,

XX produced the following identification: Mexican passport nbr 99350033609,
No. expiration date Jul 06/2004;

and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC, **CANDACE S. CREWS**
VICE CONSUL

My Commission Expires:

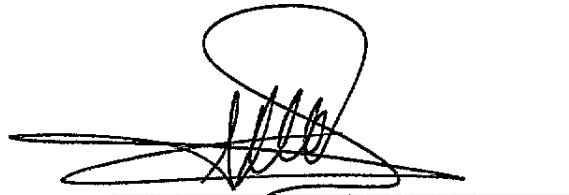
PRESIDENTIAL COMMISSIONS ARE PERMANENT

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

(Fla Stat. §608.415)

The undersigned, Stephen P. Walroth-Sadurní, having been named as registered agent to accept service of process for **MULTIABASTOS COMERCIO EXTERIOR, L.L.C.**, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Florida Statute § 608.415, Florida Statutes.

DATED this 24th day of November, 2000.

A handwritten signature in black ink, consisting of a large, stylized loop at the top and several horizontal strokes below it, all contained within a rectangular box.

Stephen P. Walroth-Sadurní